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(((H95000006417))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: D.H.F. AUTO, INC.
FAX AUDIT NUMBER: H95000006417
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ARTICLES OF
INCORPORATION
OF
B.H.F. AUTO. INC.

ARTICLE I
NAME

The name of this corporation shall be B.H.F. AUTO, INC.

ARTICLE II
DURATION

This corporation shall exist perpetually.

ARTICLE III
PURPOSE

This corporation is organized for the following purposes: The general nature of the business to be transacted shall be automobile painting and automobile body repair services, and for other purposes allowed under the Laws of the State of Florida, and the Laws of the United States of America, whichever is applicable.

ARTICLE IV
CAPITAL STOCK

This corporation is organized to issue One Thousand shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

Paul J. Nicolucci, Secy.
317 Fourth Street
West Palm Beach, FL. 33401
Tel. BR 456369
(407) 659-5300

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**ARTICLE VII
CUMULATIVE VOTING**

At each election for Directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 317 Tenth Street, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at that address is PAUL J. NICOLETTI.

**ARTICLE IX
INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time in accordance with the procedures specified in the corporate By-Laws, but the number of Directors shall never be fewer than one (1). The name and address of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
STEVEN CHERTOCK	251 S.W. First Avenue Boca Raton, FL. 33430
STACY CHERTOCK	251 S.W. First Avenue Boca Raton, FL. 33430

**ARTICLE X
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
PAUL J. NICOLETTI	317 Tenth Street West Palm Beach, FL. 33401

**ARTICLE XI
PRINCIPAL OFFICE OF CORPORATION**

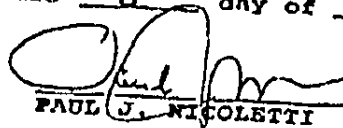
The principal office address of the corporation is 251 S.W. First Avenue, Boca Raton, Florida 33430.

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ARTICLE XII
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of JUNE, 1995.


PAUL J. NICOLETTI

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared PAUL J. NICOLETTI, who is personally known to me or who produced a Florida Driver's License as identification, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of June, 1995.


Notary Public
My Commission Expires:



OFFICIAL SEAL
NANCY FORSYTH JOY
My Commission Expires
April 22, 1996
Comm. No. CC 19577A

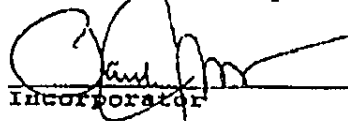
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA NAMING AGENT UPON WHOM
PROCESS CAN BE SERVED.**

In compliance with Section 48.901, Florida Statutes, the following is submitted:

FIRST: That B.H.F. AUTO, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Palm Beach County, State of Florida, has named PAUL J. NICOLETTI, located at 317 Tenth Street, West Palm Beach, Florida 33401, as its agent to accept service of process within Florida.


Incorporator

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate. I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


PAUL J. NICOLETTI

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