

THOMAS V. CLOSE

ATTORNEY AT LAW

Suite 11A - Wellington Mall
12794 W. Forest Hill Boulevard
Wellington, Florida 33414

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June 8, 1995

Secretary of State
Corporate Division
PO Box 6327
Tallahassee, FL 32314

RE: HILLIARD-DUPONT AUTOMOTIVE, INC.
ARTICLES OF INCORPORATION

100001512241
-06/13/95--01103--006
****122.50 ****122.50

Dear Sir/Madam:

Enclosed for filing, please find the original Articles of Incorporation of HILLIARD-DUPONT AUTOMOTIVE, INC., together with a copy. Also enclosed is a check in the sum of \$122.50 in payment of the filing fee, certified copy and registered agent designation.

Thank you for your assistance.

JUN 16 1995 BSB

Sincerely yours,



THOMAS V. CLOSE

TVC:tr
enclosures

FILED
95 JUN 13 AM 11:56
JUN 13 1995
TALLAHASSEE, FL

ARTICLES OF INCORPORATION
OF
HILLIARD-DUPONT AUTOMOTIVE, INC.

FILED
95 JUN 13 AM 11:56
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I - NAME

The name of this Corporation is HILLIARD-DUPONT AUTOMOTIVE, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon filing with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have to issue is 1,000, all of which shall be common shares with par value of \$1.00.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each Shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 12794 W. Forest Hill Blvd., Suite 11A, Wellington, FL 33414, and the name of the initial registered agent of this Corporation at that address is Thomas V. Close, Esq.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The name and address of the initial Board of Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Scott Hilliard	15409 Collecting Canal Road Loxahatchee, FL 33470

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Scott Hilliard	15409 Collecting Canal Road Loxahatchee, FL 33470

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer, director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these

Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

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

IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation, this 8 day of JUNE, 1995.


SCOTT HILLIARD, INCORPORATOR

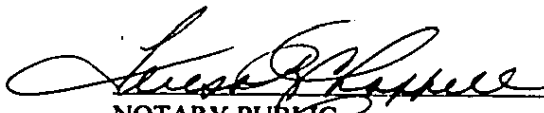
STATE OF FLORIDA, COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SCOTT HILLIARD, personally known to me, or who provided a Florida driver's license as identification, who acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 8th day of June, 1995.



TERESA R. CHAPPELL
MY COMMISSION EXPIRES
July 23, 1995
BONDED THRU NOTARY PUBLIC UNDERWRITERS


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:


STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
95 JUN 13 AM 11:56
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:


FIRST--THAT **HILLIARD-DUPONT AUTOMOTIVE, INC.** DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT **15409 COLLECTING CANAL ROAD,
LOXAHATCHEE, FL 33470**, HAS NAMED **THOMAS V. CLOSE, REGISTERED
AGENT, LOCATED AT 12794 W. FOREST HILL BLVD., STE. 11A, WELLINGTON, FL
33414, COUNTY OF PALM BEACH, STATE OF FLORIDA**, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


SCOTT HILLIARD
INCORPORATOR

DATE: 6-8-95

ACCEPTANCE:

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE
CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER
AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER PERFORMANCE OF MY DUTIES.


THOMAS V. CLOSE
REGISTERED AGENT
DATE: 6/8/95