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JEFFREY RAFAELIAN
7400 N W 39TH STREET
LAUDERHILL, FL. 33319

JULY 7, 1995

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-07/13/95--01075--003
***122.50 ***122.50

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE, FL. 32314

RE: J & H AUTO SALES INC.

DEAR SIR,

ENCLOSED PLEASE FIND THE FOLLOWING:

ARTICLES OF INCORPORATION

MY CHECK FOR \$122.50

WOULD YOU PLEASE FILE AND REGISTER THE ABOVE ARTICLES AND RETURN
TO ME A CERTIFICAT OF INCORPORATION.

THANKING YOU IN ADVANCE.

YOURS TRULY,


JEFFREY RAFAELIAN

FILED
95 JUL 13 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-7-95

ARTICLES OF INCORPORATION

OF

J & H AUTO SALES INC.

FILED

95 JUL 13 PM 4:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

THE NAME OF THE CORPORATION IS: J & H AUTO SALES INC.

ARTICLE II

DURATION

THE TERM OF EXISTENCE OF THE CORPORATION IS PERPETUAL, COMMENCING
ON THE DATE OF RECEIPT AND ACKNOWLEDGMENT OF THE ARTICLES BY THE
SECRETARY OF STATE.

ARTICLE III

PURPOSE

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED IS TO ENGAGE
IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED
STATES AND OF THIS STATE.

ARTICLE IV

CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES THAT THE CORPORATION SHALL HAVE
THE AUTHORITY TO ISSUE IS 1,000 SHARES OF CAPITAL STOCK WITH A PAR
VALUE OF \$1.00 PER SHARE.

THE SUM OF THE PAR VALUE OF ALL SHARES OF CAPITAL STOCK OF THE CORPORATION THAT HAVE BEEN ISSUED SHALL BE THE STATED CAPITAL OF THE CORPORATION AT ANY PARTICULAR TIME. THE SHARES OF THE CORPORATION ARE NOT TO BE DIVIDED INTO CLASSES.

ARTICLE V

DIVIDENDS

THE HOLDERS OF THE OUTSTANDING CAPITAL STOCK SHALL BE ENTITLED TO RECEIVE, WHEN AND AS DECLARED BY THE BOARD OF DIRECTORS, DIVIDENDS PAYABLE EITHER IN CASH, IN PROPERTY, OR IN SHARES OF THE CAPITAL STOCK OF THE CORPORATION.

ARTICLE VI

PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF HIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE LOCATED AT:

7400 N W 39TH STREET
LAUDERHILL, FL. 33319

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION

IS:

7400 N W 39TH STREET
LAUDERHILL, FL. 33319

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT OF THE
CORPORATION IS:

JEFFREY RAFAELIAN
7400 N W 39TH STREET
LAUDERHILL, FL. 33319

ARTICLE IX

INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE
NUMBER OF DIRECTORS MAY BE INCREASED OF DIMINISHED FROM TIME TO
TIME BY THE BY-LAWS. THE NAME(S) AND ADDRESS(ES) OF THE INITIAL
DIRECTOR(S) OF THIS CORPORATION IS/ARE:

JEFFREY RAFAELIAN
7400 N W 39TH STREET
LAUDERHILL, FL. 33319

ARTICLE X

INCORPORATORS

THE NAMES AND ADDRESS OF THE PERSONS SIGNING THESE ARTICLES ARE:

JEFFERY RAFAELIAN
7400 N W 39TH STREET
LAUDERHILL, FL. 33319

ARTICLE XI

ACTIONS OF DIRECTORS WITHOUT MEETING

THE DIRECTORS OF THIS CORPORATION MAY TAKE ACTION BY WRITTEN
CONCENT AS PROVIDED BY LAW.

ARTICLE XII

MEETINGS BY CONFERENCE TELEPHONE

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN REGULAR OR SPECIAL MEETINGS OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW.

ARTICLE XIII

INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE EXTENT PERMITTED BY LAW.

ARTICLE XIV

AMENDMENT

THE CORPORATION RESERVES THIS RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT TO THEM, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 4TH DAY OF NOVEMBER, 1993.

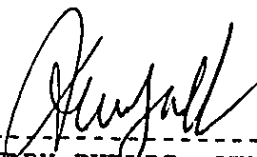


JEFFERY RABELIAN

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED,
JEFFERY RAFAELIAN, TO ME WELL KNOWN TO BE THE PERSON DESCRIBED
IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND
HE ACKNOWLEDGED TO AND BEFORE ME THAT HE EXECUTED SAID INSTRUMENT
FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND SEAL THIS 10 DAY OF JULY, 1995.



NOTARY PUBLIC, STATE OF FLORIDA

PRINT NAME: ----- STEVEN N. FALK

MY COMMISSION EXPIRES:



ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


JEFFREY RAFAELIAN

FILED
95 JUL 13 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA