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DAVID S. WILLIG, PH.D., LL.M.
ATTORNEY AT LAW

141 N.E. 3RD AVE., 10TH FLOOR
MIAMI, FLORIDA 33138
TELEPHONE (305) 447-7766
TELEFAX (305) 447-8888
(305) 375-9000

DAVID S. WILLIG
QUALIFIED IN
INTERNATIONAL LAW
UNDER THE FLORIDA
DESIGNATION PLAN

ADMITTED IN
FLORIDA
DISTRICT OF COLUMBIA

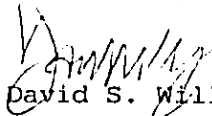
August 28, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Easyway Auto Sales, Inc.

Please find enclosed an original and one copy of Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the above named corporation, along with a check in the amount of \$70.00 to cover the filing fee and registered agent designation fee. After filing, please return a date-stamped copy of the Articles in the enclosed stamped, self-addressed envelope. Thank you for your attention to this matter.

Sincerely yours,


David S. Willig

enclosures

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W95-17560

789,502,671

SAB
8/31/95

Articles of Incorporation
of
Easyway Auto Sales, Inc.

Article I

The name of this corporation is Easyway Auto Sales, Inc.

Article II

The mailing address of this corporation shall be 630 N. Federal Highway, Ft. Lauderdale, FL 33304.

Article III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000.


Article IV

The name and address of the initial registered agent is David S. Willig, 141 NE 3rd AVE, 10th Floor, Miami, Florida 33132.

Article V

The name and address of the incorporator to these Articles of Incorporation is David S. Willig, 141 NE 3rd AVE, 10th Floor, Miami, Florida 33132.

The undersigned has executed these Articles of Incorporation this 28th day of August, 1995.

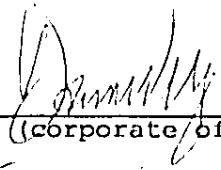

David S. Willig, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Easyway Auto Sales, Inc.
2. The name and address of the registered agent and office is:

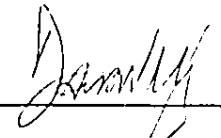
David S. Willig
141 NE 3rd AVE, 10th Floor
Miami, FL 33132

Signature 
(corporate/officer)

Title Secretary

Date August 20, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature 

Date August 20, 1995

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