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MEMBER AMERICAN INSTITUTE
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PUBLIC ACCOUNTANTS

December 13, 1995

Department of State
Corporate Records Division
P.O. Box 6327
Tallahassee, Florida 32314

800001694828
-01/22/96--01064--019
*****122.50 *****122.50

Gentlemen:

Enclosed please find Articles of Incorporation for:

**NEWMASS AUTOMOTIVE, INC.
4240 COMMERCIAL WAY
SPRING HILL, FLORIDA 34606**

Also, we have included a check in the amount of \$122.50,
payable to the Division of Corporations, in payment of filing fees,
a certified copy and designation of a registered agent.

Respectfully yours,

Jacquelyn R. Campbell

Jacquelyn R. Campbell

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96 JAN 22 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JRC/bb
Enclosures

Dmc
1/25/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NEWMASS AUTOMOTIVE, INC.**

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be:

NEWMASS AUTOMOTIVE, INC.

The principal place of business of this corporation shall be:

**4240 COMMERCIAL WAY
SPRING HILL, FLORIDA 34606**

ARTICLE II - PERIOD OF DURATION

The period of the duration of this corporation is perpetual, commencing on the date of execution and acknowledgement of these articles or the earliest date allowable by the division of corporations, unless dissolved according to law.

ARTICLE III - PURPOSE

The purpose for which this corporation is organized is to engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The corporation shall have the authority to issue 7000 shares of \$1.00 par value common stock. Stock shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

ARTICLE V - REGISTERED AGENT

The name and address of the initial registered agent of this corporation is:

**FRANK V. BASILE, JR.
4240 COMMERCIAL WAY
SPRING HILL, FLORIDA 34606**

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have TWO directors, initially, and the number of directors may be increased or decreased by amendment of the bylaws of the corporation but shall in no case be less than one.

The name and street address of the members of the initial board of directors are as follows:

**FRANK V. BASILE, JR.
7928 HATHAWAY DRIVE
NEW PORT RICHEY, FLORIDA 34654**

**PAUL M. SACCO
8308 CLOVERHILL LOOP
BAYONET POINT, FLORIDA 34667**

ARTICLE VII - INCORPORATORS

The name and street address of the members of the initial subscribers signing these articles are as follows:

**FRANK V. BASILE, JR.
7928 HATHAWAY DRIVE
NEW PORT RICHEY, FLORIDA 34652**

**PAUL M. SACCO
8308 CLOVERHILL LOOP
BAYONET POINT, FLORIDA 34667**

ARTICLE VIII - BYLAWS

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

A special meeting of the shareholders shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and the adoption of the bylaws.

ARTICLE IX - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) in the amount(s) set opposite of their names:

FRANK V. BASILE, JR.

50 SHARES

PAUL M. SACCO

50 SHARES


ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of January, 1996.



FRANK V. BASILE, JR.



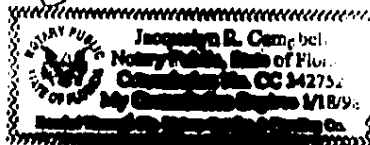
PAUL M. SACCO

State of Florida
County of **HERNANDO**

BEFORE ME, the undersigned authority, personally appeared **FRANK V. BASILE, JR. AND PAUL M. SACCO**, being duly sworn, say that they are the individuals described in and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 5th day of January, 1995.


Notary Public, State of Florida



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96 JAN 22 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 agent/registered office, in the State of Florida:

NEWMASS AUTOMOTIVE, INC.

The name and address of the registered agent and office is:

**FRANK V. BASILE, JR.
4240 COMMERCIAL WAY
SPRING HILL, FLORIDA 34606**

Acknowledgment:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, We hereby accept this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as registered agent.


FRANK V. BASILE, JR.

1/5/96
Date