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Christine M. Horn, P.A.

ATTORNEY AT LAW

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February 3, 1996

Secretary of State
Capitol Building
Tallahassee, FL 32304

Attention: Corporate Division


RE: ACE AUTO SOUTH, INC.

Dear Sir:

Please accept for filing the Articles of Incorporation and the Resident Agent form which designates the Resident Agent for the above-captioned corporation. Enclosed is my trust account check in the amount of \$122.50 to cover the fees.

Please return a certified copy of the Articles of Incorporation to the undersigned.

Cordially,


CHRISTINE M. HORN
CMH/mbp
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN FEB 16 1996

CERTIFICATE OF INCORPORATION
-of-

ACE AUTO SOUTH, INC.

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is ACE AUTO SOUTH, INC.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000,000 all of which shall be common shares with par value of \$.01

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation is 12493 Guilford Way, Wellington, FL 33414 Palm Beach County, Florida, and the name of the initial registered agent is DOMINIC ABATE.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of one member but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the By-laws of the corporation, provided that in no event shall the Board of Directors consist of less than one member.

The names and addresses of the Directors which constitute the first Board of Directors of the Corporation are:

NAME	ADDRESS
DOMINIC ABATE	12493 Guilford Way Wellington, FL 33414

STATE OF FLORIDA
SECRETARY OF STATE

Certificate Designating Place of Business or Domicile
for the Service of Process Within This State, Naming
Agent Upon Whom Process May Be Served and Names and
Addresses of the Officers and Directors.

ACE AUTO SOUTH, INC.

The following is submitted, in compliance with Chapter 48.091,
Florida Statutes:

ACE AUTO SOUTH, INC., a corporation organized under the laws
of the State of Florida, with its principal office at 510 Business
Park Way, Royal Palm Beach, FL 33411, County of Palm Beach, State
of Florida, has named DOMINIC ABATE, located at 12493 Guilford Way,
Wellington, FL 33414, Palm Beach County, as its agent to accept
service of process within this state.

<u>OFFICERS</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESS</u>
DOMINIC ABATE	Pres/Sec	510 Business Park Way Royal Palm Beach, FL 33411
SALVATORE PLAIA	Treasurer	510 Business Park Way Royal Palm Beach, FL 33411

DIRECTORS

DOMINIC ABATE	510 Business Park Way Royal Palm Beach, FL 33411
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ACCEPTANCE

I agree as Resident Agent to accept Service of Process: to
keep the office open during prescribed hours: to post my name (and
any other officers of said corporation authorized to accept service
of process at the above Florida designated address) in some
conspicuous place in the office as required by law.

DATED: Feb. 1, 1996


DOMINIC ABATE

ARTICLE VII. INCORPORATORS

The names and addresses of the incorporators of the corporation are:

NAME	ADDRESS
DOMINIC ABATE	510 Business Park Way Royal Palm Beach, FL 33411

IN WITNESS WHEREOF, the undersigned has subscribed his name this 1st day of Feb., 1996.

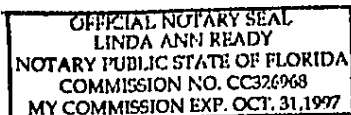



DOMINIC ABATE

STATE OF FLORIDA)
COUNTY OF PALM BEACH) :\$

On this 1st day of Feb., 1996, before me, the undersigned officer, personally appeared DOMINIC ABATE, who is (a) personally known to me to be the person whose name is subscribed to the within instrument, or (b) who produced a Florida driver's license as identification (No.: A130160601070), and he took an oath, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.




Name: Linda Ann Ready
Notary Public, State of Florida,
at Large CC326968
Commission Number 10-31-97
My Commission Expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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