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TO DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
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NAME: BUICK/OS CLUB OF SOUTH FLORIDA, INC.
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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

BUICK/GS CLUB OF SOUTH FLORIDA, INC.

THE UNDERSIGNED, acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation shall be:

BUICK/GS CLUB OF SOUTH FLORIDA, INC.

ARTICLE II

This corporation shall have perpetual existence, and its corporate existence shall commence at the time of the filing of the Articles of Incorporation by the Department of State.

ARTICLE III

The corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is ONE HUNDRED (100) SHARES with a par value of FIVE AND NO/100 (\$5.00) DOLLARS each share.

MARCO DE LA CAL, P.A.
Florida Bar No. 314587
999 Ponce de Leon Boulevard
Suite 720
Coral Gables, FL 33134
Ph: (305) 444-3800

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ARTICLE V

The street address of this corporation's initial registered office is:

13205 S.W. 53rd Street
Miami, Florida 33175

and the name of its initial Registered Agent at such address is:

GILBERTO LOPEZ

ARTICLE VI

The number of directors constituting the initial Board of Directors shall be five (5) and the names and addresses of the persons who are to serve as members thereof are as follows:

GILBERTO LOPEZ
13205 S.W. 53rd Street
Miami, Florida 33175

GERALDO PINNEZ
4610 S.W. 133rd Avenue
Miami, Florida 33175

JOSE PINARES
40 West 64th Terrace
Hialeah, Florida 33012

ANDY DIAZ
6767 N.W. 187th Terrace
Miami, Florida 33015

WALTER WAMLENBERG
4242 S.W. 98th Avenue
Miami, Florida 33165

ARTICLE VII

The principal office and/or mailing address of the Corporation is as follows:

13205 S.W. 53rd Street
Miami, Florida 33175

ARTICLE VIII

The name and address of this corporation's incorporator are as follows:

GILBERTO LOPEZ
13205 S.W. 53rd Street
Miami, Florida 33175

ARTICLE IX

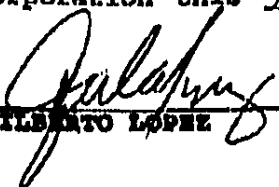
These Articles of Incorporation may be amended in the manner

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provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.

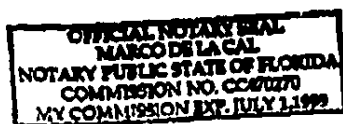
IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 12th day of April, 1996.


GILBERTO LOPEZ

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

WE HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, GILBERTO LOPEZ, well known to be the person described in the foregoing Articles of Incorporation of BUICK/GS CLUB OF SOUTH FLORIDA, INC., and he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS our hands and official seals in Miami, Dade County, Florida, on this 12th day of April, 1996.




NOTARY PUBLIC
State of Florida at Large

RESIDENT AGENT CERTIFICATE

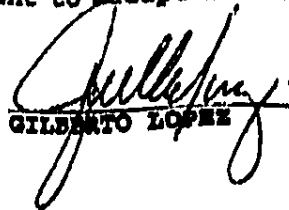
In pursuance of Chapter 48.091, Florida Statutes, the

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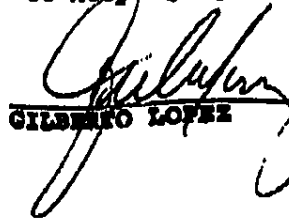
following is submitted in compliance with said Act:

That BUICK/GS CLUB OF SOUTH FLORIDA, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in Miami, Dade County, Florida, has named GILBERTO LOPEZ, located at 13205 S.W. 53rd Street, Miami 33175, as its agent to accept service of process within this state.


GILBERTO LOPEZ

ACKNOWLEDGEMENT

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.


GILBERTO LOPEZ

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TALLAHASSEE, FLORIDA

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