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REPLY TO: PAIN BEACH COUNTY OFFICE

May 23, 1996

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

600001841576
-05/29/96--01001--004
****122.50 ****122.50

Re: Articles of Incorporation
PAR Excellence Automotive, Inc.
Our File No.: 502928.9123

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of PAR EXCELLENCE AUTOMOTIVE, INC., together with this firm's trust account check in the amount of \$122.50 for filing fees. Please return the Certificate of Incorporation and one certified copy of the Articles of Incorporation to this office once same is duly filed.

Thank you for your assistance in this matter.

Sincerely,

Sanford G. Jacobs

Sanford G. Jacobs

/jlh
Enclosures

FILED
96 MAY 29 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

63-90

ARTICLES OF INCORPORATION
OF
PAR EXCELLENCE AUTOMOTIVE, INC.

FILED
96 MAY 29 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PAR EXCELLENCE AUTOMOTIVE, INC. The principal place of business shall be at 1500 Belvedere Road, West Palm Beach, Florida 33406, and the mailing address of the corporation shall be the same.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of Ten Cents (\$.10) per share.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation shall be 1500 Belvedere Road, West Palm Beach, Florida 33406, and the name of the initial registered agent of this corporation at such office shall be Peter Cornell Wallwork, who upon accepting this designation agrees to comply with the provisions of §48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the stockholders as provided for in the By-Laws, but in no case shall the number of directors be less than one (1) nor more than nine (9). The names and addresses of the directors constituting the initial Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Director - Peter Cornell Wallwork	1500 Belvedere Road West Palm Beach, FL 33406

ARTICLE VII - OFFICERS AND DIRECTORS

The names and addresses of the officers of the corporation who shall hold office are:

Peter Cornell Wallwork President	1500 Belvedere Road West Palm Beach, FL 33406
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Peter Cornell Wallwork Vice President	1500 Belvedere Road West Palm Beach, FL 33406
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Peter Cornell Wallwork Secretary/Treasurer	1500 Belvedere Road West Palm Beach, FL 33406
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ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Peter Cornell Wallwork	1500 Belvedere Road West Palm Beach, FL 33406

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or Incorporator to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST: PAR EXCELLENCE AUTOMOTIVE, INC.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the city of West Palm Beach, Palm Beach County, State of Florida, has named PETER CORNELL WALLWORK, as its agent to accept service of process within the state.

Having been named to accept service of process for the above 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 said office.


PETER CORNELL WALLWORK

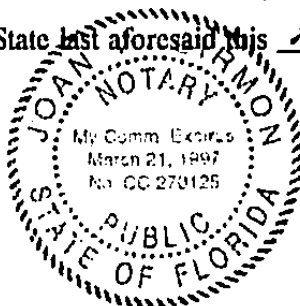
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Palm Beach County, Florida this 20th day of MAY, 1996.

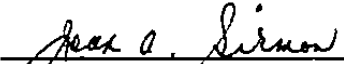

PETER CORNELL WALLWORK

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared PETER CORNELL WALLWORK, to me well known to be the person described in and who subscribed the above Articles of Incorporation, and who did freely and voluntarily acknowledge before me according to the law that he made and subscribed same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State last aforesaid this 20th day of MAY, 1996.




Notary Public, State of Florida
My commission expires: