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August 1, 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Albert Guillemetto
8280 (B)
South Highway 17 92
Fern Park, Florida 32730

EFFECTIVE DATE
7-30-96

August 1, 1996

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

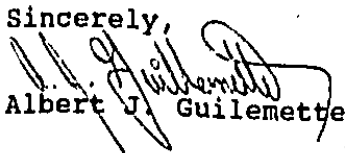
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****122.50 ****122.50

Re: Articles of Incorporation of
Value Auto Brokers, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of Value
Auto Brokers, Inc. together with my check in the sum of \$122.50 for
filing fees.

Sincerely,


Albert J. Guillemetto



**ARTICLES OF INCORPORATION
OF
VALUE AUTO BROKERS, INCORPORATED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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The undersigned subscribers to these Articles of Incorporation, natural persons competent to contracts, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is Value Auto Brokers, Incorporated.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is as follows:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation; to buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use or operate, real estate of all kinds, improved or unimproved, or any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held, occupied by the corporation and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To become a partner with any person or persons, corporation or any other business entity and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any other bonds, securities or other evidences of indebtedness created by any other state or government and while owner of such stock, to exercise all of the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation; and to transact any further and other business necessarily conducted with the purposes of this corporation, or calculated to facilitate the same.

(h) To carry on any and all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(i) To do any and all of the things herein set forth to the same extent as natural person might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone or in the company of others, and to do and perform all such things and acts as may be necessary or profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anyway limited or restricted by reference to or interference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is 1000 shares of common stock, each share having a value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is not specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital which this corporation shall begin business in \$100.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation shall be 8280 (B) South Highway 17-92, Fern Park, Florida 32730. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may seem fit.

ARTICLE VII - DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTOR

The name and street address of the initial director who shall hold office until his successor is elected and has qualified is as follows:

Albert J. Guillemette 1000 Twin Lakes Rd.
Longwood, Florida 32750

ARTICLE IX - SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares agreed to take and the value of the consideration therefor are as follows:

Albert J. Guillemette 1000 Twin Lakes Rd. One() share \$100.00
Longwood, Florida 32750

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective on July 30, 1996.

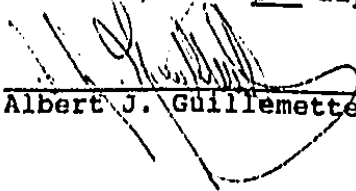
ARTICLE XI - REGISTERED AGENT

The registered agent of this corporation shall be Albert J. Guillemette.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

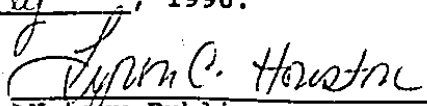
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 30 day of July, 1996.


Albert J. Guillemette

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, an officer duly authorized to administer oaths and take acknowledgements in the State and County aforesaid, personally appeared Robert Gardner, well known to me to be the person described in the foregoing instrument and that he acknowledged before me that he executed the same for the purposes expressed therein.

WITNESS by hand and official seal in the County and State aforesaid this 30 day of July, 1996.


Notary Public

My commission expires:



LYNN C HOUSTON
My Commission CC389682
Expires Jul. 04, 1998
Bonded by HAI
800-422-1566

FILED

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ALBERT J. GUILLEMETTE

ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

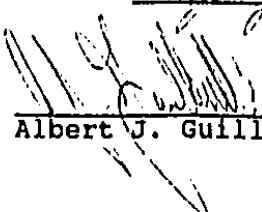
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that Albert J. Guillemette is qualified to do business under the laws of the State of Florida with its principal office located at 8280(B) S. Highway 17-92, Fern Park, Florida 32730, County of Seminole, State of Florida, has appointed Albert J. Guillemette, of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I acknowledge that I am familiar with and accept the duties and responsibilities as Resident Agent for said corporation.

Dated: July 30, 1996



Albert J. Guillemette