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TO: DIVISION OF CORPORATIONS

FAX #1 (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)641-3084

ACCT#1 072460003255

FAX #1 (305)641-3770

NAME: A & R AUTOMOBILE SALES, INC.
AUDIT NUMBER.....H00000012710
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

A & R AUTOMOBILE SALES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be:

A & R AUTOMOBILE SALES, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is One Thousand and no/100 (\$1000.00)--Dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence and time of commencement of existence of this corporation shall be at the time of the date of filing of these Articles of Incorporation.

Prepared by: Jan Phillips
Essential Business Services Inc.
2750 W.Oakland Pk Blvd., Ste B
Ft.Lauderdale, Florida 33311
(954)739-1733

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ARTICLE VI. ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 2741 OCEAN CLUB BLVD. #101, HOLLYWOOD, FLORIDA 33019.

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This Corporation shall have not less than one nor more than five directors, initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII. REGISTERED AGENT AND OFFICE

This Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

ROBERT WSEENDYNYL
801 HARRISON STREET
HOLLYWOOD, FLORIDA 33019

ARTICLE IX. INITIAL DIRECTORS

The name and post office address of each of the member(s) of the First Board of Directors is:

ADAM STETTNER
2741 OCEAN CLUB BLVD., #101
HOLLYWOOD, FLORIDA 33019

ROBERT WSEENDYNYL
801 HARRISON STREET
HOLLYWOOD, FLORIDA 33019

MARLENA STETTNER
2741 OCEAN CLUB BLVD., #101
HOLLYWOOD, FLORIDA 33019

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE X. INCORPORATION

The name and post office address of the incorporator(s) of these Articles of Incorporation is:

ADAM STETTNER
2741 OCEAN CLUB BLVD., #101
HOLLYWOOD, FLORIDA 33019

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ARTICLE XI. 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 by them to the Stockholders, and approved at the Stockholder's meeting by a MAJORITY of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The Directors of this Corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XII.

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation, and when any agreement is made between the stockholders owning at least Seventy-five percent of the stock then outstanding in the corporation, such agreement shall be binding upon the corporation, shall be recognized by the Directors and shall be observed by the officers and agents of the corporation, and particularly, the stockholders are authorized to include in such agreements entered into between themselves provisions which will confer upon individual groups the power to elect certain numbers of directors, and, in particular, stockholders may include in the agreements between themselves the following as valid matters of agreement, to wit:

- 1) The manner and method in which the persons by whom Directors may be elected
- 2) Any limitation upon the transferability or assignment of the stock
- 3) The conferring of preemptive rights of purchase upon stockholders on conditions precedent to the sale of any other stocks
- 4) Any matter relating to effectuating the purpose included in any of the foregoing matters

Agreements between the stockholders shall continue binding upon the corporation until there is filed with each office of the corporation, a written instrument signed by the persons who originally created such stockholder's agreement (or their successors

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in ownership, providing such a succession in ownership shall have been accomplished in accordance with the terms of the stockholder's agreement; consenting to the revocation and cancellation of the agreements among the stockholders.

ARTICLE XIII. ELECTION FOR TAX PURPOSES

At the election of the officers of this Corporation, this corporation may be qualified as a Sub-Chapter S Corporation pursuant to the Laws of the United States and the Internal Revenue Service. This provision shall be applicable only if the business in which the corporation engages qualifies for such tax treatment under the laws of the United States.

ARTICLE XIV. COMMENCEMENT DATE

Corporate Existence shall commence on the date of filing.

ARTICLE XV. INITIAL OFFICERS

The name and address of the initial officer(s) of the corporation is:

PRESIDENT: ADAM STETTNER
2741 OCEAN CLUB BLVD., #101
HOLLYWOOD, FLORIDA 33019

VICE PRESIDENT: ROBERT WENENDYBYL
801 HARRISON STREET
HOLLYWOOD, FLORIDA 33019

SECRETARY: MARLENA STETTNER
2741 OCEAN CLUB BLVD., #101
HOLLYWOOD, FLORIDA 33019

IN WITNESS WHEREOF, the undersigned, being the original incorporator(s) to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the Laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set said hand(s) and seal this 11th day of SEPTEMBER, 1996.

 (SEAL)
ADAM STETTNER

State of Florida)

County of Broward)

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC DULY

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EMPIRE CORPORATE KIT

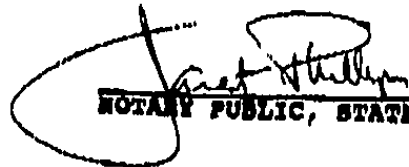
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AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE
ACKNOWLEDGEMENTS, PERSONALLY APPEARED ADAM STETTNER
TO ME KNOWN TO BE THE PERSON(S) DESCRIBED AS INCORPORATOR(S) OR WHO
~~PRODUCED IDENTIFICATION~~ I.E. FEDERAL REPUBLIC OF GERMANY ID #5199097204
IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND
ACKNOWLEDGED BEFORE ME THAT HE SUBSCRIBED TO THOSE ARTICLES OF
INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at
FT. LAUDERDALE, Broward County, Florida this 11th day of SEPTEMBER,
1996.

My Commission Expires:
JUNE 4, 1999


NOTARY PUBLIC, STATE OF FLORIDA



CERTIFICATE OF DESIGNATION REGISTERED AGENT FOR SERVICE OF PROCESS

Pursuant to Chapter 607.0505 of Florida Statutes, the
undersigned hereby designates:

ROBERT WERENDYBYL

as its registered agent to accept service of process within the
State.

BY: 
ROBERT WERENDYBYL

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the foregoing designation as
Registered Agent for Service of Process within the State of Florida,
does hereby agree to act in this capacity and to comply with the
provisions of all statutes relative to the proper and complete
performance of my duties this 11th day of SEPTEMBER, 1996.

BY: 
ROBERT WERENDYBYL

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

July 10, 1997

A & R AUTOMOBILE SALES, INC.
2741 OCEAN CLUB BLVD.
SUITE 101
HOLLYWOOD, FL. 33019

SUBJECT: A & R AUTOMOBILE SALES, INC.
Ref. Number: P96000075750

Debit Memo #: 70037-C

This is to inform you that check #128 in the amount of \$165.00 submitted with the annual report for A & R AUTOMOBILE SALES, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after September 10, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (850) 487-6057.

Pat Bailey
Accountant I

Letter Number: 397A00035683