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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY
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ACCT#: 072450003255

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CAME: PAYLESS AUTO GLASS, INC.

AUDIT NUMBER.....H96000013226

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF
PAYLESS AUTO GLASS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PAYLESS AUTO GLASS, INC.

The address of the principal office of this corporation shall be 3284 N State Road 7, Lauderdale Lakes, Fl 33319, and the mailing address shall be the same.

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 1,000 shares of common stock having \$ 1.00 per share, par value.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 3284 N State Rd 7, Lauderdale Lakes, Fl 33319, and the name of the initial registered agent of the corporation at that address is Scott Tillet.

Prepared By:
Scott E. Tillet
3284 N State Rd 7
Lauderdale Lakes, Fl 33319
(305)484-5533

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ARTICLE V. TERM OF EXISTENCE

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This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have no officers and no directors, initially.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

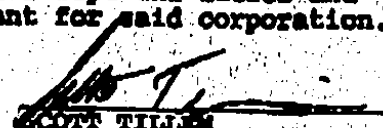
Scott Tillen
3284 N State Rd 7
Lauderdale Lakes, FL 33319

IN WITNESS WHEREOF, the undersigned has hereunto set his hand, on this 20th day of September, 1996.


SCOTT TILLEN

ARTICLE VIII. REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


SCOTT TILLEN
(REGISTERED AGENT)

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