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FILED

MURRAH, DOYLE AND WIGLE, P.A.

ATTORNEYS AND COUNSELLORS AT LAW
MORRIS BOULIVARD PROFESSIONAL CENTER
800 WEST MORRIS BOULIVARD
WINTER PARK, FLORIDA 32789

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 2, 1996

KENNETH P. MURRAH
PATRICK W. DOYLE
BRUCE M. WIGLE III

MAILING ADDRESS
POST OFFICE BOX 1328
WINTER PARK, FLORIDA 32790
TELEPHONE (407) 644-9801
FAX (407) 644-0820

EFFECTIVE DATE
9-30-96

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

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-10/04/96--01072--020
****122.50 ****122.50

Attn: Corporate Records Bureau

Re: HARRY'S GIL AUTO BODY WORKS, INC.

Dear Sir or Madam:

I enclose an original and an exact or conformed copy of the Articles of this proposed corporation.

The second copy is for certification purposes. Please send the original Certificate of Incorporation together with a certified copy of the Articles of Incorporation.

A check in the amount of \$122.50 is enclosed for the following fees:

Filing fee	\$35.00
Certified copy of Certificate of Incorporation	\$52.50
Notice of Designation of Registered Agent and Acceptance	\$35.00
Total	\$122.50

The notice designating the Registered Office and the Registered Agent, which includes the Registered Agent's acceptance is attached to or included in the Articles.

Very truly yours,


PATRICK W. DOYLE

PWD/ksc
encs

OK
10/8/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HARRY'S GIL AUTO BODY WORKS, INC.

ARTICLE 1 - Name

The name of the corporation is HARRY'S GIL AUTO BODY WORKS, INC.

ARTICLE 2 - Address

The street address of the initial principal office of the corporation is 2591 W. Washington St., Orlando, FL 32805. The mailing address of the corporation is the same.

ARTICLE 3 - Shares

This corporation is authorized to issue 1000 shares of \$1.00 par value common shares. All issued shares must be represented by certificates.

ARTICLE 4 - Preemptive Rights

Each shareholder, upon the sale for money of any new shares of this corporation of the same class or series as that which the shareholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 5 - Initial Registered Office and Agent

The street address of the corporation's initial registered office is 4721 Chevy Place, Apt. 170, Orlando, FL 32811 and the name of the initial registered agent at that office is Harry Muniz. The written acceptance by the registered agent is attached.

ARTICLE 6 - Incorporator

The name and address of each incorporator is:

Harry Muniz 4721 Chevy Place, Apt. 170, Orlando, FL 32811

ARTICLE 7 - Initial Board of Directors

The names and addresses of the individuals who are to serve as the initial directors are:

Harry Muniz 4721 Chevy Place, Apt. 170, Orlando, FL 32811
Gil Rios 4721 Chevy Place, Apt. 170, Orlando, FL 32811

ARTICLE 8 - Indemnification

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

ARTICLE 9 - Amendment

The corporation has the right to amend these Articles of Incorporation at any time to add or change a provision that is required by law or permitted in these Articles or to delete a provision not required by law to be in these Articles.

ARTICLE 10 - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors or in the Shareholders, but any bylaw adopted by the Shareholders may not be altered, amended, or repealed by the Board of Directors.

ARTICLE 11 - Date of Commencement of Corporate Existence

Corporate existence begins on the date of signing of the Articles of Incorporation by the incorporator provided the Articles are filed by the Department of State within five (5) business days after such date; otherwise, the date of corporate existence shall begin on the date the Articles are filed by the Department of State.

The undersigned incorporator executed these Articles of Incorporation this 30 day of September, 1996.



Harry Muniz, Incorporator

NOTICE OF REGISTERED OFFICE AND REGISTERED AGENT

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:
HARRY'S GIL AUTO BODY WORKS, INC., desiring to organize and qualify under the laws of the State
of Florida hereby designates:

Registered Office: 4721 Chevy Place, Apt. 170, Orlando, FL 32811

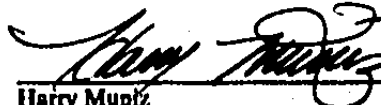
Registered Agent: Harry Muniz


Harry Muniz, Incorporator

DATED: September 30 1996

**STATEMENT OF
ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the designation as Registered Agent of the above corporation and agrees to comply with the provisions of the Florida Statutes relative to my capacity as Registered Agent. The undersigned is familiar with, and accepts, the obligation of that position as provided for in Section 607.0503, Florida Statutes.


Harry Muniz
REGISTERED AGENT
DATED: September 30, 1996

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