

P96000086924

Leonard D. Levin
116 Crestwood Court South
Safety Harbor, FL 34695
913 - No listing
October 14, 1996

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

Re: *Auto Holdings, Inc.*
Auto Holdings, Inc.

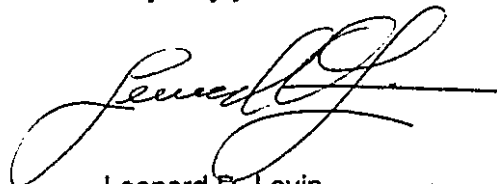
700001973157--2
-10/15/96--01009--012
*****70.00 *****70.00

Dear Sirs:

Enclosed please find the Articles of Incorporation, including designation of Registered Agent, along with a copy, to be filed for the above referenced corporation.

Please return one confirmed copy to the corporation in care of the undersigned at the above address. I am enclosing a check in the amount of \$70.00 to cover the filing fee (\$35.00) and resident agent fee (\$35.00). Thank you.

Very truly yours,



Leonard D. Levin

LDL/cj
Enclosures

FILED
96 OCT 22 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
REGISTER OCT 22 1996

789,502,706,671
W96-21965



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 16, 1996

LEONARD D LEVIN
116 CRESTWOOD CT SOUTH
SAFETY HARBOR, FL 34695

SUBJECT: AUTO HOLDINGS, INC.
Ref. Number: W96000021965

We have received your document for AUTO HOLDINGS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 996A00047426



**National Auto
Service Centers**

(813) 581-4061

October 21, 1996

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

This letter shall serve to grant permission from National Auto Service Centers, Inc. to allow the formation of a new Florida corporation using the name of National Auto Holdings, Inc.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Leonard D. Levin".

Leonard D. Levin
President

LDL/cj
NA52

ARTICLES OF INCORPORATION
OF
NATIONAL AUTO HOLDINGS, INC.

FILED
96 OCT 22 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 the corporation shall be: National Auto Holdings, Inc. The principal place of business of this corporation shall be 1605 South Missouri Avenue, Clearwater, Florida 34616.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1605 South Missouri Avenue, Clearwater, Florida 34616. The name of the initial registered agent of the corporation at that address is Leonard D. Levin.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the incorporator that all shares of stock issued by the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE IX. OFFICERS AND DIRECTORS

This corporation shall have two officers and two directors, initially. The names and street addresses of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Leonard D. Levin
Director/President

1605 South Missouri Avenue
Clearwater, FL 34616

David Elmore
Director/Secretary/
Vice President

1605 South Missouri Avenue
Clearwater, FL 34616

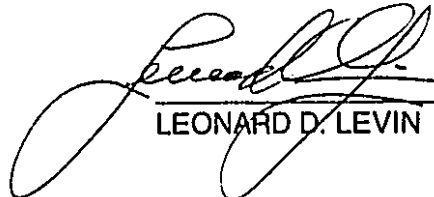
ARTICLE X. SUBSCRIBER

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

Leonard D. Levin

1605 South Missouri Avenue
Clearwater, FL 34616

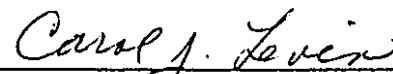
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and
seal this 21st day of October, 1996.

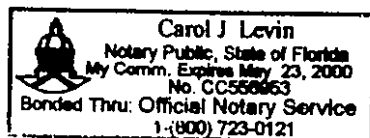
 (Seal)
LEONARD D. LEVIN

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 21st day of
October, 1996.


Notary Public, State of Florida at Large
My Commission Expires:



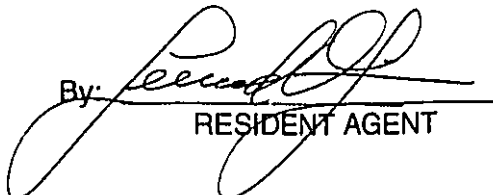
RESIDENT AGENT CERTIFICATE

In pursuance to Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act.

That, National Auto Holdings, 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 county of Pinellas, State of Florida, has named Leonard D. Levin, located at 1605 South Missouri Avenue, Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
RESIDENT AGENT

FILED
96 OCT 22 AM 11:44
STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA

P96000086924

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WEST COAST GARAGE, INC., a Florida corporation (Charter #H78631)

INTO

NATIONAL AUTO HOLDINGS, INC. which changed its name to

WEST COAST GARAGE, INC., a Florida corporation, P96000086924.

File date: December 18, 1996 , effective January 1, 1997

Corporate Specialist: Louise Flemming-Jackson

NATIONAL AUTO HOLDINGS, INC.
1605 SOUTH MISSOURI AVENUE
CLEARWATER, FL 34618

December 16, 1996

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

RE: ARTICLES OF MERGER OF
NATIONAL AUTO HOLDINGS, INC. AND
WEST COAST GARAGE, INC.

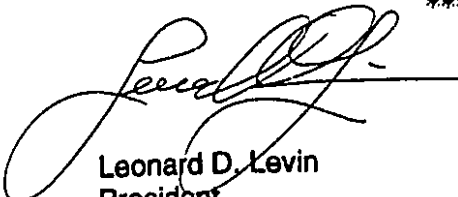
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-12/18/96--01065--005
****109.00 ****105.00
000002032550--2
-12/18/96--01065--005
****105.00 ****70.00

Gentlemen:

Enclosed please find two fully executed Articles of Merger of National Auto Holdings, Inc. and West Coast Garage, Inc.

Please file the Articles of Merger accordingly and return to me one acknowledged copy of the document. Enclosed is a check in the amount of \$70.00 to cover the appropriate fee. Thank you.

Very truly yours, 200002049872--9
-12/18/96--01065--005
****105.00 ****70.00


Leonard D. Levin
President

LDL/cj

EFFECTIVE DATE

1-1-97

Merger &
Name change

FILED
96 DEC 18 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
NATIONAL AUTO HOLDINGS, INC.
AND
WEST COAST GARAGE, INC.

FILED
96 DEC 18 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NATIONAL AUTO HOLDINGS, INC. and WEST COAST GARAGE, INC.,
both Florida corporations under their corporate seal in the hands of their
presidents, hereby certify that:

The Board of Directors of said corporations at meetings called and held
on December 14, 1996 by both corporations, adopted the following:

PLAN OF MERGER
OF SUBSIDIARY CORPORATION

- 1) Name and Relationship of each merging corporation:
 - a) National Auto Holdings, Inc., the parent corporation.
 - b) West Coast Garage, Inc., the subsidiary corporation.
 - c) The Parent Corporation owns 100% of the shares of stock of the
Subsidiary Corporation.
- 2) Surviving Corporation: National Auto Holdings, Inc.
- 3) Effective Date of Merger: January 1, 1997.
- 4) Terms and Conditions of Merger:
 - a) All assets and liabilities of non-surviving corporation shall be
acquired by the surviving corporation including all trade names
and intellectual properties.
 - b) Surviving corporation shall change its name to West Coast Garage,
Inc.
- 5) The Manner and Basis of converting shares of the non surviving
corporation into shares of the surviving corporation:

For every ten shares of stock issued and outstanding on the Effective
Date of merger of the subsidiary non surviving corporation there shall be
issued to each shareholder of the parent surviving corporation one share
of stock of the surviving corporation. Both corporations have only one
class of shares of stock authorized.

6) Changes in Articles or By Laws of Surviving Corporation:

None, except for the name change set out in paragraph 4 (b) herein.

7) Requirements to Effect This Plan of Merger:

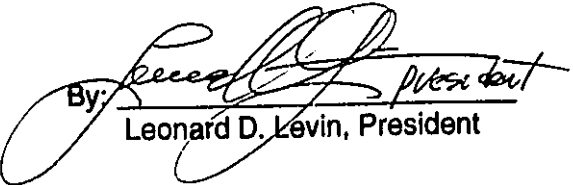
A unanimous vote by all Directors of both corporations. Because this is a merger of a wholly owned subsidiary corporation into a parent corporation, no approval of the shareholders of the parent or subsidiary corporations is required.

THIS PLAN OF MERGER was unanimously adopted by the Board of Directors of both the parent surviving corporation and subsidiary non-surviving corporation on December 14, 1996.

IN WITNESS WHEREOF, said corporations have caused these Articles of Merger to be signed in their name, by their President and their corporate seal has been hereunto affixed this 16th day of December, 1996.

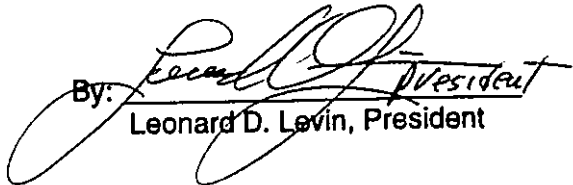
NATIONAL AUTO HOLDINGS, INC.

(SEAL)

By:  President
Leonard D. Levin, President

WEST COAST GARAGE, INC.

(SEAL)

By:  President
Leonard D. Levin, President

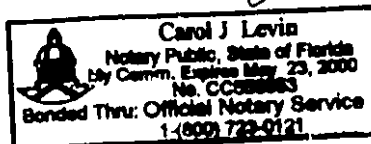
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared LEONARD D. LEVIN, known to me and known to be the person who executed the foregoing Articles of Merger and acknowledged before me that he executed the Articles of Merger as President of National Auto Holdings, Inc.

WITNESS my hand and official seal this 16th day of December, 1996.

Carol J. Levin
Notary Public

My Commission Expires:



STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared LEONARD D. LEVIN, known to me and known to be the person who executed the foregoing Articles of Merger and acknowledged before me that he executed the Articles of Merger as President of West Coast Garage, Inc.

WITNESS my hand and official seal this 16th day of December, 1996.

Carol J. Levin
Notary Public

My Commission Expires:

