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DeFABIO AND FENN, P.A.

ATTORNEYS AT LAW

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GEORGE J. DeFABIO
LEONARD P. FENN

October 23, 1996

Secretary of State
Division of Corporations
509 E. Gaines Street
Tallahassee, Florida 32399-2000

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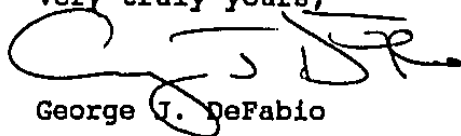
Re: VILLAGE AUTOWORKS, INC.

Dear Sir/Madam:

Enclosed please find two original Articles of Incorporation for VILLAGE AUTOWORKS, INC.. our check in the amount of \$122.50, and stamped self addressed envelope for return of same.

Thank you for your anticipated courtesy and cooperation.

Very truly yours,


George J. DeFabio

GJD/tp
Encls.

AL OCT 29 1996

FILED
95 OCT 25 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VILLAGE AUTOWORKS, INC.

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1995
FLA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be VILLAGE AUTOWORKS, INC.

ARTICLE II

DURATION

This corporation is to have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue Five Hundred (500) shares of all one class at One (\$1.00) Dollar each par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

CORPORATE ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is as follows:

1880 79TH STREET CAUSEWAY
NORTH BAY VILLAGE, FLORIDA 33141

ARTICLE VI

INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows:

GEORGE J. DeFABIO
2121 Ponce de Leon Boulevard
Suite 430
Coral Gables, Florida 33134

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of by By-Laws of the corporation in the manner provided by law, but shall never be less than one.

NAME

MARTIN ENRIQUE LAM

ADDRESS

375 N.E. 161 STREET
North Miami Beach, Fl. 33162

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

MARTIN ENRIQUE LAM

375 N.E. 161 STREET
North Miami Beach, Fl. 33162

ARTICLE IX

AMENDMENT OF BY-LAWS

The power to adopt, alter, amend, or repeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE X

INDEMNIFICATION

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

ARTICLE XI

INFORMAL ACTION OF DIRECTORS


If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or an amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

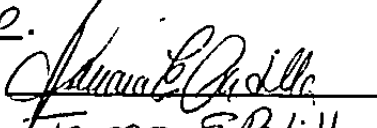


MARTIN ENRIQUE LAM

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared MARTIN ENRIQUE LAM, who produced Florida Drivers License #L500-565-64-015-0 identification, or who is well known to me to the person described in these Articles of Incorporation and who executed same, as incorporator and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 23rd day of October 1996.

Sign: 
Print: Tamara E. Padilla
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



OFFICIAL SEAL
TAMARA E. PADILLA
My Commission Expires
Oct. 29, 1996
Comm. No. CC 239417

REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That VILLAGE AUTOWORKS, INC., desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Coral Gables, County of Dade, State of Florida, has named GEORGE J. DeFabio, located at 2121 Ponce de Leon Blvd., Suite 430, Coral Gables, Florida, as its registered agent to accept service of process.

ACKNOWLEDGEMENT

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

By: [Signature]
GEORGE J. DeFABIO

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, and duly authorized in the State and County above named to take acknowledgements, personally appeared GEORGE J. DeFABIO, to me well known to be the person described in and who executed the Registered Agent Certificate.

WITNESS my hand and seal on this 23rd day of October, 1996.

Sign: [Signature]
Print: Tamara E. Padilla
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:
OFFICIAL SEAL
TAMARA E. PADILLA
My Commission Expires
Oct. 29, 1996
Comm. No. CC 239417