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ACCOUNT NO. : 072100000032

REFERENCE : 143869 7118333

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

FILED
55 NOV 12 PM 2:37

ORDER DATE : November 4, 1996

ORDER TIME : 10:50 AM

ORDER NO. : 143869-005

CUSTOMER NO: 7118333

700002001557--7

CUSTOMER: Ms. Gillian L. Breakspeare
MS. GILLIAN LORD BREAKSPEARE

9150 Sw 87 Ave Ste.201

Miami, FL 33176

DOMESTIC FILING

NAME: B & F AUTO WHOLESALERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS: _____

NOV 12 1996

ARTICLES OF INCORPORATION
OF
B & F AUTO WHOLESALERS, INC.

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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:

B & F AUTO WHOLESALERS, INC.

The address of the principal office of this corporation shall be 9150 Southwest 87th Avenue, Suite 201, Miami, Florida 33176, and the mailing address of the corporation 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 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 9150 Southwest 87th Avenue, Suite 201, Florida 33176, and the name of the initial Registered agent of the corporation at that address is Gillian L. Breakspeare.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

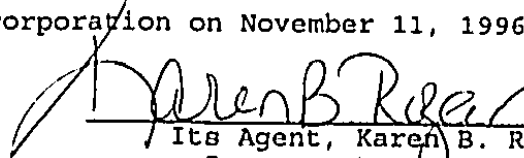
Gillian L. Breakspeare	9150 Southwest 87th Avenue
Dir.	Suite 201
	Miami, Florida 33176

ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these
Articles of Incorporation on November 11, 1996.



Its Agent, Karen B. Rozar
Incorporator

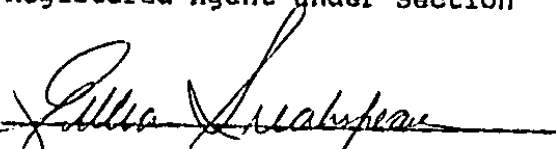
ADM/THW

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Gillian L. Breakspeare, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

B & F AUTO WHOLESALERS, INC.

Gillian L. Breakspeare is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
Typed Name: Gillian L. Breakspeare

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA