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LARRY'S WHOLESALE EXCHANGE, INC.
5631 N.E. 16th Terrace
Ft. Lauderdale, FL 33334

October 7, 1996

SECRETARY OF STATE
CORPORATION DIVISION
THE CAPITOL
TALLAHASSEE, FLORIDA 32301

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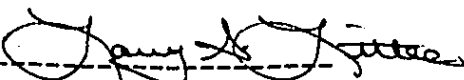
Re: Articles of Incorporation

Dear Sirs,

Enclosed you will find my check in the amount of \$122.50 which pays the filing fee, Resident agent fee, and certified copy of the Articles of Incorporation included herein.

Thank you for your consideration in this matter, and if you have any questions, please contact me immediately.

Very truly yours,


Larry S. Little
Director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ag 11/15/96

**ARTICLES OF INCORPORATION
OF
LARRY'S WHOLESALE EXCHANGE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I

NAME

The name of this Corporation shall be :

LARRY'S WHOLESALE EXCHANGE, INC.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of operating as a **WHOLESALE AUTOMOBILE SALES COMPANY** and transacting any and all lawful business.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1 par value common stock.

ARTICLE IV

INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office and registered office of this corporation is 5631 N.E. 16th Terrace, Ft. Lauderdale, FL 33334 and the name of the initial registered agent of this corporation at the above address is:

Larry S. Little

ARTICLE V

DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director of this corporation is:

**Larry S. Little
5631 N.E. 16th Terrace
Ft. Lauderdale, FL 33334**

ARTICLE VI

INCORPORATORS

The name and address of the person signing these Articles is:

**Larry S. Little
5631 N.E. 16th Terrace
Ft. Lauderdale, FL 33334**

ARTICLE VII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE VIII

INDEMNIFICATION

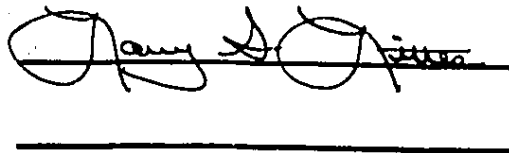
The corporation shall indemnify any officer or director or former officer or former director to the full extent permitted by law.

ARTICLE IX

AMENDMENT

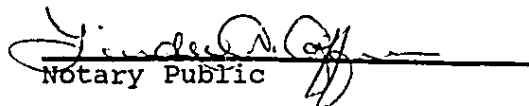
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 7TH day of OCTOBER, 1996.



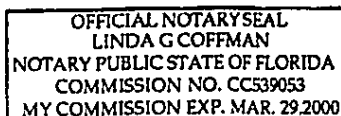
STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this 7TH Day of OCTOBER, 1996, personally appeared before me, the undersigned authority, Larry S. Little, to me well known and known to me to the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.



Notary Public

My commission Expires:



CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES. THE FOLLOWING IS SUBMITTED;

LARRY'S WHOLESALE EXCHANGE, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA.

WITH ITS PRINCIPAL PLACE OF BUSINESS AT 5631 N.E. 16th Terrace, CITY OF Ft. Lauderdale, COUNTY OF BROWARD, STATE OF FLORIDA. AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


(CORPORATE OFFICER)

TITLE

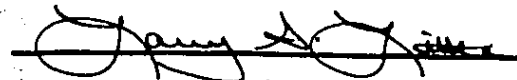
PRESIDENT / DIRECTOR

DATE

OCTOBER 7, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT OF SAID CORPORATION, AND I HEREBY COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE



DATE

OCTOBER 7th, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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