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ERIC J. DORER

Attorney and Counselor at Law

412 Northeast Fourth Street
Fort Lauderdale, Florida 33301-1152
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February 19, 1997

Florida Secretary of State
DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, FL 32399

RE: AUTORAMA OF AMERICA, INC.

500002095815--8
-02/24/97--0115--007
****122.50 ****122.50

Dear Division of Corporations:

Enclosed please find an original and a copy of the Articles of Incorporation of AUTORAMA OF AMERICA, INC., a Florida corporation. Also enclosed is my check in the sum of \$122.50, payable to the Florida Secretary of State, in payment of the following:

Filing fee for Articles of Incorporation:	\$	35.00
Certified Copy:		52.50
Registered Agent Designation:		35.00
TOTAL:	\$	122.50

Please file the enclosed Articles of Incorporation and forward a certified copy of the Articles to the undersigned, along with the Certificate of Incorporation.

If you have any questions, please do not hesitate to contact me. Thank you for your anticipated courtesy and cooperation in this matter.

Very truly yours,

ERIC J. DORER

EJD/pg
Enclosures

FEB 27

BSB

FILED
97 FEB 24 AM 10:12
TALLAHASSEE, FLORIDA
STATE

ARTICLES OF INCORPORATION
OF
AUTORAMA OF AMERICA, INC.
a Florida corporation

FILED
97 FEB 24 AM 10:12
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 One

Name

The name of the corporation shall be: AUTORAMA OF AMERICA, INC. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

Article Two

Duration

The term of existence of the Corporation is perpetual. The corporate existence shall commence on the filing of these articles by the Department of State.

Article Three

Purpose

The general nature of the business to be transacted by the corporation shall be that provided below:

- (a) To loan money on real and personal property;
- (b) To enter into, make or perform contracts of any kind with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and all other negotiable instruments and evidences of indebtedness whether secured by mortgage, bond or otherwise, as well as to secure the same by mortgage, bond or otherwise.;
- (c) To act as Trustee for any form of property, claim or right;

(d) To do any and all of the things herein set forth and all other things permissible by law to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, or otherwise, and either alone or in company with others, purchase, hold and re-issue any of the shares of its capital stock

Article Four

Common Shares

The maximum number of shares that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock with a par value of \$1.00 per share.

Article Five

Principal Office

The principal office of this corporation will be located at 855 South Federal Highway, Pompano Beach, Broward County, Florida 33062.

Article Six

Incorporator

The name and address of the person signing these Articles is: ERIC J. DORER, ESQUIRE, 412 Northeast Fourth Street, Fort Lauderdale, Broward County, Florida 33301.

Article Seven

Directors

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

TERRI LYNN ANDREASEN,	855 S. Federal Highway Pompano Beach, FL 33062
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EDMUND ACCARDI,	855 S. Federal Highway Pompano Beach, FL 33062
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Article Eight
Registered Agent

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED:**

ERIC J. DORER, ESQUIRE
412 Northeast Fourth Street
Fort Lauderdale, Florida 33301-1152

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

First. That AUTORAMA OF AMERICA, INC., desiring to organize under the laws of the State of Florida with its principal office located at 855 South Federal Highway, Pompano Beach, Broward County, Florida 33062, has named ERIC J. DORER, ESQUIRE, as its agent to accept service of process within this State at the following office address: 412 Northeast Fourth Street, Fort Lauderdale, Florida 33301-1152

Acknowledgment:

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



ERIC J. DORER, ESQUIRE
Resident Agent
412 Northeast Fourth Street
Fort Lauderdale, FL 33301-1152
(954)463-5266

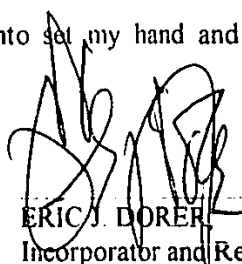
Article Nine
Amendment

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Article Ten
Indemnification of Directors and Officers

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19th day of February, 1997.



ERIC J. DORER
Incorporator and Registered Agent

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared ERIC J. DORER,

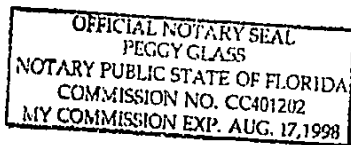
who is personally known by me, and he acknowledged that he executed the foregoing Articles of Incorporation as Incorporator and initial Registered Agent, and he did/did not take an oath.

WITNESS my hand and official seal in the County and State named above, this 19 day of February, 1997.

Peggy Glass
Notary Public, State of Florida

PEGGY GLASS
(Typed or printed name of acknowledger)

My Commission Expires:



(Serial Number, if any)