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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: VALUE AUTO PAINTING, INC.

AUDIT NUMBER.....H97000003649

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....0

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ARTICLES OF INCORPORATION
OF
VALUE AUTO PAINTING, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of the Corporation is: VALUE AUTO PAINTING, INC.

ARTICLE II

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida. The Corporation shall exist perpetually.

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One-Hundred (100) shares of one class of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

This instrument prepared by:
Michael A. Vandetty, Esq.
Fla Bar #315273
16853 N.E. 2nd Avenue, #204
N. Miami Beach, Florida 33162
(305) 852-3999

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ARTICLE IV
PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V
INDEMNIFICATION

The Corporation shall indemnify any officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

ARTICLE VI
INITIAL REGISTERED AGENT AND
INITIAL REGISTERED AND PRINCIPAL OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida is:

INITIAL REGISTERED AGENT:	BASIL R. NARINE
INITIAL REGISTERED OFFICE:	703 N.E. 45TH STREET OAKLAND PARK, FLORIDA, 33334
INITIAL PRINCIPAL OFFICE OF CORPORATION:	703 N.E. 45TH STREET OAKLAND PARK, FLORIDA, 33334

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ACKNOWLEDGEMENT AND CONSENT
OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


BASIL R. NARINE
REGISTERED AGENT

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors of the Corporation is one (1).

ARTICLE VIII

The name and address of the Initial member of the Board of Directors is:

BASIL R. NARINE
783 N.E. 45TH STREET
OAKLAND PARK, FLORIDA, 33334

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ARTICLE IX
INITIAL DIRECTORS

The names and addresses of the Incorporator executing these Articles of Incorporation is:

INCORPORATOR: BASIL R. NARINE

ADDRESSES: 793 N.E. 45TH STREET
OAKLAND PARK, FLORIDA, 33334

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TALLAHASSEE, FLORIDA

Basil R. Narine
BASIL R. NARINE,
INCORPORATOR

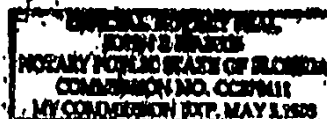
STATE OF FLORIDA)
COUNTY OF DADE) ;SS

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 BASIL R. NARINE ~~JAMES FRANCIS DAVIS~~ to be known to be the person described as the Incorporator, and who executed the foregoing Articles of Incorporation.

The foregoing instrument was acknowledged before me this 27 day of FEBRUARY, 1997, by BASIL R. NARINE, who is personally known to me or who has produced FLDL N650-076-63-276-0, as identification and who did take an oath.

JOHN R. HARRIS
NAME OF ACKNOWLEDGER; TYPED,
PRINTED OR STAMPED

My Commission Expires: 5/5/98 John R. Harris
NOTARY PUBLIC, STATE OF FLORIDA



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