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ACCOUNT NO. : 072100000032

REFERENCE : 281007 95085A

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 70

ORDER DATE : March 4, 1997

ORDER TIME : 9:24 AM

ORDER NO. : 281007-005

281007-005 72 -- 4

CUSTOMER NO: 95085A

CUSTOMER: Mr. Michael Basilevecchio  
MR. MICHAEL BASILOVECCHIO

7104 Marshall Road

Upper Darby, PA 19082

DOMESTIC FILING

NAME: BEST AUTO OF SOUTH FLORIDA,  
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: Christopher Smith

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
RECEIVED  
97 MAR - 6 PM 1:18 97 MAR - 6 AM 8:47  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

K.R. MAR - 6 1997

ARTICLES OF INCORPORATION  
OF  
BEST AUTO OF SOUTH FLORIDA, INC.

FILED  
97 MAR -6 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

BEST AUTO OF SOUTH FLORIDA, INC.

The address of the principal office of this corporation shall be 500 North State Road, #7, Plantation, Florida 33317, 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 no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

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:

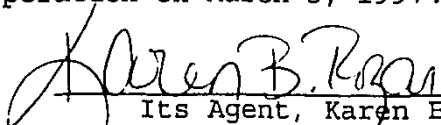
Marc Franklin	6100 City Avenue
Dir.	Penthouse 104
	Philadelphia, Pennsylvania 19131

ARTICLE VII. INCORPORATOR

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

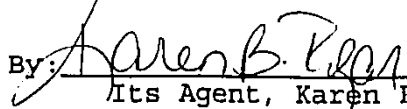
Corporation Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on March 5, 1997.

  
Its Agent, Karen B. Rozar  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:   
Its Agent, Karen B. Rozar  
Authorized Service Representative  
Corporation Service Company

TFR/CHRISTOPHER SMITH

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TALLAHASSEE, FLORIDA  
STATE