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STROOCK & STROOCK & LAVAN LLP

FIRST UNION FINANCIAL CENTER, 33RD FLOOR
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-2385

PHONE 305-358-9900
FAX 305-789-9302

April 17, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314-6327

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Attn.: Beth Register, New Filing Section

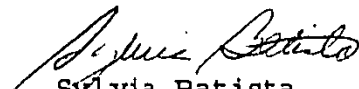
Re : St. Edward's Corporation dba Aamco of Plant City

Dear Mrs. Register:

Enclosed please find Articles of Incorporation of St. Edward's Corporation with corresponding filing fee in the sum of \$70.00 and an Application for Registration of Fictitious Name for Aamco of Plant City with the amount of \$80.00 representing the filing fee for the application and a certified copy of same.

Please return a file stamped copy of the Articles of Incorporation and a certified copy of the application for fictitious name to the undersigned in the self-addressed, stamped envelope at your earliest convenience. If you have any questions, please call me at (305) 789-9354.

Very truly yours,


Sylvia Batista
Legal Assistant
For the Firm

:sbs

enclosures

Claudia F. Haines, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100 FEDERAL STREET
BOSTON, MA 02110

PHONE 617-482-6800
FAX 617-330-5111

RAKOCZI UT 1-3
H-1088 BUDAPEST, HUNGARY

PHONE 361-266-9520
FAX 361-266-9279

2029 CENTURY PARK EAST
LOS ANGELES, CA 90067

PHONE 310-556-5800
FAX 310-556-5959

180 MAIDEN LANE
NEW YORK, NY 10038

PHONE 212-806-5400
FAX 212-806-6006

1150 SEVENTEENTH STREET, N.W.
WASHINGTON, D.C. 20036

PHONE 202-452-9250
FAX 202-293-2293

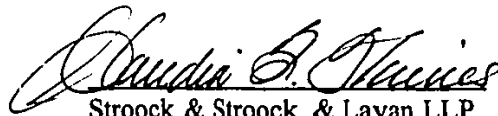
B. REGISTER APR 21 1997

**ARTICLES OF INCORPORATION
OF
ST. EDWARD'S CORPORATION**

THE UNDERSIGNED incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the corporation is St. Edward's Corporation (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is 1121 N.W. 193rd Avenue, Pembroke Pines, Florida 33029.
- THIRD:** The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock, no par value. Each share of common stock shall be entitled to one vote.
- FOURTH:** The street address of the initial registered office of the Corporation is 1121 N.W. 193rd Avenue, Pembroke Pines, Florida 33029. The name of the initial registered agent is Lawrence S. Tierney.
- FIFTH:** The name and address of the incorporator of the Corporation is Stroock & Stroock & Lavan LLP, 200 S. Biscayne Boulevard, Suite 3300, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of April, 1997.



Stroock & Stroock & Lavan LLP
Incorporator

Attorney & Associate

This instrument was prepared by:
Claudia F. Haines, Esq.
Stroock & Stroock & Lavan LLP
200 South Biscayne Boulevard
Suite 3300
Miami, Florida 33131

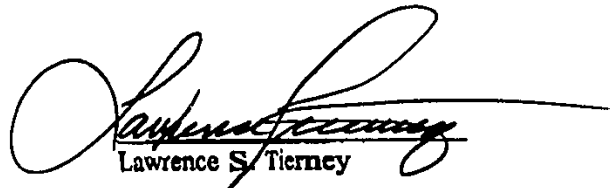
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TALLAHASSEE, FLORIDA

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing articles of Incorporation for St. Edward's Corporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Lawrence S. Tierney

FILED
97 APR 21 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This instrument was prepared by:
Claudia F. Haines, Esq.
Stroock & Stroock & Lavan LLP
200 South Biscayne Boulevard
Suite 3300
Miami, Florida 33131

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