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5/08/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
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NAME: S AND P AUTO SALES CORP.

AUDIT NUMBER.....H97000007620

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

CERT. OF STATUS..0

PAGES..... 1

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HQ7-7620

ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

Article 1: Name of Corporation S and P AUTO SALES CORP.
Address of Corporation 13500 NORTHEAST 3rd COURT
NORTH MIAMI, FLORIDA 33161

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 500, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED OFFICE: PASCAL R. GELIN
and 13500 NORTHEAST 3rd COURT
REGISTERED AGENT: NORTH MIAMI, FL 33161

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Pascal R. Gelin 5/7/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Secretary/Additional Directors.
1. SYLVIO DESTINVAL

Article 5: The Name and Address of the INCORPORATOR is:

SYLVIO DESTINVAL
13500 NORTHEAST 3rd COURT
NORTH MIAMI, FLORIDA 33161

In witness whereof I have subscribed my name

[Signature]
Signature of Incorporator

SYLVIO DESTINVAL

HQ7-7620
Prepared by:

ace INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
305-358-2571