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GEOFFREY S. COHEN
2700 W. Atlantic Blvd.
Suite 200-5
Pompano Beach, FL 33069
(954) 972-8993

FILED
97 MAY 14 PM 3:40
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

May 6, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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*****70.00 *****70.00

Re: DEALERS' RESOURCE GROUP, INC.

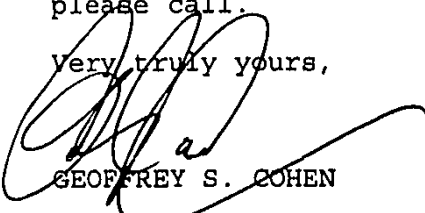
Gentlemen:

In connection with the referenced corporation, enclosed please find original Articles of Incorporation together with check in the sum of \$70.00 for filing fees.

Please stamp the enclosed copy and return in the enclosed self-addressed envelope.

Thank you for your cooperation. Should you have any questions, please call.

Very truly yours,


GEOFFREY S. COHEN

GSC:rc
Enclosure

F. 01-423287

MAY 16 1997

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**ARTICLES OF INCORPORATION
OF
DEALERS' RESOURCE GROUP, INC.**

The undersigned, for the purposes of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of the Corporation is **DEALERS' RESOURCE GROUP, INC.**

Article II - Nature of Business

This Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

Article III - Capital Stock

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, no par value.

Article IV - Term

This Corporation shall have perpetual existence unless dissolved pursuant to law.

Article V - Address

The initial street address of the principal office of this Corporation in the State of Florida is 2700 W. Atlantic Blvd., Suite 200-5, Pompano Beach, Florida 33069. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article VI - Directors

This Corporation shall have two (2) Directors initially. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

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Article VII - Initial Directors

The name and street address of the initial Directors of this Corporation who shall hold office until his successor is elected or appointed and shall have qualified is:

GEOFFREY S. COHEN
22553 Swordfish Drive
Boca Raton, Florida 33428

ROSEMARY COHEN
22553 Swordfish Drive
Boca Raton, Florida 33428

Article VIII - Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Geoffrey S. Cohen, 2700 W. Atlantic Blvd., Suite 200-5, Pompano Beach, Florida 33069.

Article IX - Other Provisions

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.
2. The stockholders may, pursuant to the Bylaw provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they may see fit.
3. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the stockholders or the Board of Directors, but the Board of Directors may not alter or amend any Bylaw adopted by the stockholders.
4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.
5. If the Bylaws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in

the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.

6. If the Bylaws so provide, any stockholder of this Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this Corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose directors' or officers' liabilities upon the stockholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.

7. The Board of Directors of this Corporation is authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

8. The Corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

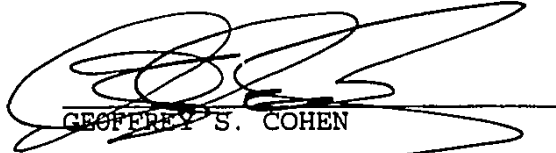
Article XI - Registered Office

The Registered Agent and registered office of the Corporation shall be Geoffrey S. Cohen, 2700 W. Atlantic Blvd., Suite 200-5, Pompano Beach, Florida 33069.

Article XII - Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

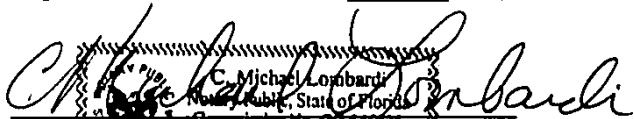
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13 day of MAY, 1997.


GEOFFREY S. COHEN

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared GEOFFREY S. COHEN, known to me to be the person who executed the foregoing Articles of Incorporation, who is personally known to me or provided known personally as proof of identification, and he swore before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13 day of May, 1997.


C. Michael Lombardi
Notary Public, State of Florida
Commission No. CC 14625
My Commission Expires 06/12/00
NOTARY PUBLIC - STATE OF FLORIDA
1-800-J-NOTARY - Fla. Notary Service & Bonding Co.
(NOTARY SEAL)

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes,
the following is submitted in compliance with
said Act.

FIRST -- That DEALERS' RESOURCE GROUP, INC., desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the Articles of Incorporation, at 2700 W.
Atlantic Blvd., Suite 200-5, Pompano Beach, County of Broward,
State of Florida, has named GEOFFREY S. COHEN as Registered Agent,
who may be served at the registered office located at 2700 W.
Atlantic Blvd., Suite 200-5, Pompano Beach, Florida 33069, County
of Broward, State of Florida, as its agent to accept service of
process within this State.

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT):

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


GEOFFREY S. COHEN
Registered Agent