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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: M & P AUTOMOTIVE, INC.

AUDIT NUMBER.....H97000009041

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTRATION JUN 3 1997

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(3)

ARTICLES OF INCORPORATION

OF

M & P AUTOMOTIVE, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age, do hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, under Section 607 of the Florida Statutes authorizing the formation of corporation.

ARTICLE I - NAME:

The name of the corporation shall be:

M & P AUTOMOTIVE, INC.

ARTICLE II - DURATION:

The corporation shall have perpetual existence beginning with the date of acceptance of the corporation by the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE:

The corporation is organized for the purpose of transacting any or all lawful business within or with out the State of Florida, and to have all powers conferred upon the corporation by the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The corporation is authorized to issue (150) shares of common stock with a par value of One (\$1.00) Dollar per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the corporation is 5401 N.W. 102nd Avenue, Bay No. 109, Sunrise, FL 33351. The name and address of the initial Registered Agent of the corporation is RYAN S. RATNER, ESQ., 6100 Glades Road, Suite 204,

Craig Donoff, P.A.  
Ryan S. Ratner, Esq.  
FBN. 0046639  
(561) 451-8220

Town Executive Center # 204  
6100 Glades Rd.  
Boca Raton, FL 33464

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Boca Raton, FL 33434.

ARTICLE VI - INITIAL BOARD OF DIRECTORS:

The corporation shall have two (2) director's initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director's of the corporation is PAUL G. ZODA, 5401 N.W. 102nd Avenue, Bay No. 109, Sunrise, FL 33351 and MYRON L. JENKINS, 5401 N.W. 102nd Avenue, Bay No. 109, Sunrise, FL 33351.

ARTICLE VII - INCORPORATOR:

The name and address of the person signing these Articles is: Ryan S. Ratner, Esq., 6100 Glades Road, Suite 204, Boca Raton, FL 33434.

ARTICLE VIII - BY-LAWS:

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE IX - STOCKHOLDERS MEETING REQUIRED:

Any action of the stockholders of the corporation must be taken at a meeting of the stockholders of the corporation duly called as provided by law.

ARTICLE X - INDEMNIFICATION:

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT:

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

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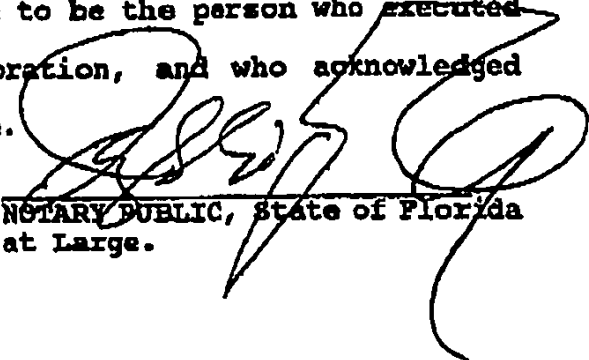
amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of June, 1997.

  
RYAN S. RATNER, ESQ.

STATE OF FLORIDA     )  
                              ) ss.  
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgement in the State and County aforesaid, personally appeared RYAN S. RATNER, to me known and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same.

  
NOTARY PUBLIC, State of Florida  
at Large.

My commission Expires:

 JESSICA M. ORLOFF  
COMMISSION # CC 532220  
EXPIRES FEB 13, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

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

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

FIRST: That M & P AUTOMOTIVE, INC. is desirous of incorporating under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in City of Sunrise, County of Broward, State of Florida, has named Ryan S. Ratner, Esq., located at 6100 Glades Road, Suite 204, Boca Raton, FL 33434, in the County of Palm Beach and the State of Florida as its Agent to accept service of process within the state.

**ACKNOWLEDGEMENT:**

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

  
RYAN S. RATNER, ESQ.  
Resident Agent

Dated: June 2, 1997

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TALLAHASSEE, FLORIDA