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MARITAL AND FAMILY LAW

MARTIN GENET (1919-1981)

JUNE 10, 1997

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

FILED
97 JUN 16 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

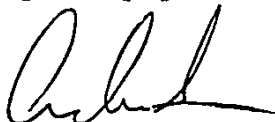
Re: ALL CARS, INC.

Ladies and Gentlemen:

Enclosed you will find the following ORIGINAL AND ONE SIGNED COPY OF ARTICLES OF INCORPORATION TOGETHER WITH CHECK IN THE AMOUNT OF \$122.50 FOR THE FILING FEE AND CERTIFIED COPY TO BE RETURNED TO THE UNDERSIGNED.

If you need anything further, please call the undersigned.

Very truly yours,



ANDREW M. IVES
AMI:D
ENCLOSURES
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ARTICLES OF INCORPORATION

OF

ALL CARS, INC.

FILED
97 JUN 16 AM 11:30
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: ALL CARS, INC.

The address of the principal office of this corporation shall be 937 OLD FEDERAL HIGHWAY, HALLANDALE, FLORIDA 33309, 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 100 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 937 OLD FEDERAL HIGHWAY, HALLANDALE, FLORIDA, 33309, and the name of the initial registered agent of the corporation at that address is HENRY J. HILL.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

ARTICLE VIII. 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 street address of the initial member of the Board of Directors is:

HENRY J. HILL
937 OLD FEDERAL HIGHWAY
HALLANDALE, FLORIDA 33309

ARTICLE IX. OFFICERS

The names and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>
HENRY J. HILL	937 OLD FEDERAL HIGHWAY PRESIDENT & HALLANDALE, FLORIDA 33309 SECRETARY

ARTICLE X. INCORPORATOR

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

HENRY J. HILL
937 OLD FEDERAL HIGHWAY
HALLANDALE, FLORIDA 33309

IN WITNESS WHEREOF, the undersigned has hereunto set HIS hand
and seal on this 12 day of JUNE, 1997.

WITNESSES:

David Scott DeLoach
PRINT NAME: David Scott DeLoach

Henry J Hill
HENRY J HILL

Andrew Ives
PRINT NAME: ANDREW IVES

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

THE UNDERSIGNED, having been designated 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.

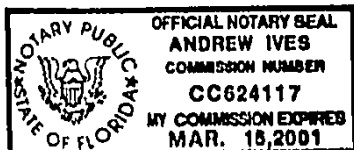
Henry J Hill
HENRY J. HILL

STATE OF FLORIDA
COUNTY OF

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, a Notary Public,
duly authorized in the State and County named above to take
acknowledgments, personally appeared HENRY J. HILL, who has
produced _____ as
identification, or _____ personally known to me to be the
person (s) who subscribed to the foregoing Articles of
Incorporation, and HE did subscribe thereto for the uses and
purposes therein mentioned and set forth.

WITNESS my hand and official seal in the County and State
above set forth this 12 day of JUNE, 1997.

MY COMMISSION EXPIRES:



Andrew Ives (SEAL)
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

PRINT NAME: Andrew Ives

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