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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 30 AM 9:17

P97000057404

JUNE 20 1997

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

RE: PREFERRED AUTOMOTIVE GROUP , INC.

200002226082--0
-06/30/97--01043--011
****122.50 ****122.50

Gentlemen:

Enclosed please find check 1419 in the amount of
\$ 122.50 to cover filing fees for the above
Corporation.

Should you have any questions, feel free to contact me.

Very truly yours,


David W. Cary

DWC/

RP
7-1-97

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CLERK OF STATE
OFFICE OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
PREFERRED AUTOMOTIVE GROUP, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be PREFERRED AUTOMOTIVE GROUP INC.

ARTICLE II

The general nature of the business, and the objects and purposes to be transacted and carried on, are to do any and all things herein mentioned as fully and to, viz., the corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida and shall possess all of the powers granted corporations under the provisions of Chapter 607, Florida Statutes.

ARTICLE III

The authorized capital stock of this corporation shall be 10,000 shares of common stock having a par value of .50 CENTS per share.

ARTICLE IV

The amount of capital with this corporation shall commence business shall be \$ 1,500.00.

ARTICLE V

This corporation shall commence upon compliance with the requirements of Florida Law, and its existence shall be perpetual.

ARTICLE VI

The names and post office addresses of the subscribers to the Certificate of Incorporation are:

NAME

ADDRESSES

DAVID W CARY

1325-C DEL PRADO BLVD.
CAPE CORAL FL 33990

The subscribers are over the age of eighteen years and are residents of the State of Florida.

ARTICLE VII

The name and the street address of the members of the first Board of Directors who shall hold office for the first year of existence of the corporation or unit successors are elected or appointed pursuant to the By-Laws of this corporation, are as follows:

NAME

ADDRESSES

ALVIN B SMITH

2502 WEST 118TH STREET
HAWTHORNE, CA 90258

ARTICLE VIII

The corporation shall be governed by a Board of not less than 1 nor more than 7 directors, with exact number to be established by the By-Laws.

ARTICLE IX

These Articles of Incorporation may be in the amended in the manner provided by law. Every amendment shall be approved by majority of Stockholders entitled to vote thereon, unless all manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

In pursuance of Section 49.091, Florida Statutes, the following is submitted in compliance with said act: PREFERRED AUTOMOTIVE GROUP, INC. desiring to organize under the Laws of the State of Florida, with its registered office at 1325-C DEL PRADO BLVD, CAPE CORAL FLORIDA 33990 as its agent to accept service of process within this State, his/her name is DAVID W CARY_. The principal place of business is 1325-C DEL PRADIO BLVD. CAPE CORAL FLORIDA 33990

ARTICLE XI

No director or officer shall be liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as director or officer, except with respect to:

(1) A breach of the director's duty of loyalty at the corporation or its stockholders, derived and improper personal benefit.

(2) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

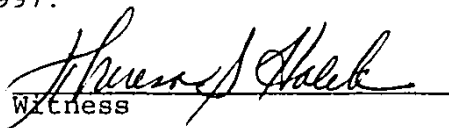
(3) Liability under Section 607.144 of the Florida General Corporation Law, or

(4) a transaction from which the director or officer derived an improper personal benefit. The corporation shall indemnify to the fullest extent permitted by Section 607.014 of the Florida General Corporation Act, as amended from time to time, each person that such Section grants the corporation the power to indemnify.

ARTICLE XII By-Laws

The by laws shall be adopted at the initial stockholders meeting of the Corporation and said by laws may be changed by majority of shares at any annual or shares at any annual or special meeting of the shareholders.

Executed by the undersigned this 20 day of JUNE, 1997.

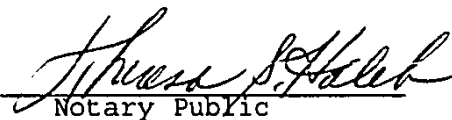

Witness


DAVID W CARY

STATE OF FLORIDA)
COUNTY OF LEE)

Before me, the undersigned authority, personally appeared DAVID W CARY, to me well known and known to me to be the person who first being duly sworn by me, deposes and acknowledged before me that he executed the foregoing Articles of Incorporation. DL# C600-179-52-029-0

SWORN AND TO SUBSCRIBE before me this 27th day of June, 1997.


Notary Public

My commission expires:

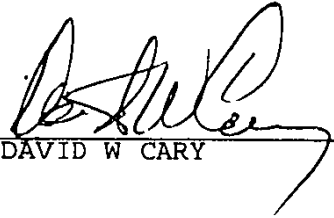


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Acceptances by Registered Agent, the undersigned
being the person named as the initial registered agent of
PREFERRED AUTOMOTIVE GROUP, INC. hereby accepts such
designation and
agrees to serve, his/her address is 1325-C DEL PRADO
BLVD. CAPE CORAL FLORIDA 33990, and his/her name
is DAVID W. CARY

Dated this 20 day of JUNE, 1997 .


DAVID W CARY