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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SUTO WHOLESALE CENTER OF MIAMI, INC.
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ARTICLES OF INCORPORATION

OF

AUTO WHOLESALE CENTER OF MIAMI, INC.

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I/We, the undersigned subscriber(s) of these Articles of Incorporation, a natural person, competent to contract and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

I

The name of the proposed corporation is:

AUTO WHOLESALE CENTER OF MIAMI, INC.

II

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

III

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be:

Sixty (60) shares at no par value.

IV

This corporation shall have perpetual existence beginning on the date of incorporation.

V

The principal business office of the corporation shall be located at:

2 WEST FLAGLER ST.
MIAMI, FL 33130

WITNESSES:

LENNY A. LIPSON, AGENT, 4557
3445 N.W. 7 ST
MIAMI, FL 33145 TEL. 643-1557
SM # 224472

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or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may, from time to time, be authorized by its Board of Directors.

VI

The initial registered office address of this corporation shall be:

2 West Flagler St.
Miami, FL 33130

and the Registered Agent at such registered address is:

MILTON RAJMAN

VII

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than one (1), and not more than nine (9) as shall from time to time be designated in the By-Laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

VIII

The name and street address of each person who is to serve as a member of the initial Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation and the laws of the State of Florida, shall hold office for the first year of corporate existence, or until their successors are elected and are duly qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
MILTON RAJMAN	2 West Flagler St. Miami, FL 33130
ISAAC RAJMAN	2 West Flagler St. Miami, FL 33130
GEORGE A. VAZQUEZ	2 West Flagler St. Miami, FL 33130

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IX

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
MILTON RAJMAN	2 West Flagler St. Miami, FL 33130
ISAAC RAJMAN	2 West Flagler St. Miami, FL 33130
GEORGE A. VAZQUEZ	2 West Flagler St. Miami, FL 33130

X

The By-Laws of this corporation may be created, amended, or changed by either the Stockholders or the Directors at any regular or duly scheduled special meeting.

XI

This corporation shall have, in addition to a President, Vice President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By-Laws.

XII

All officers, agents and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

XIII

Every person who now is or hereafter shall become Director of this corporation shall be indemnified by the corporation against all costs and expenses (including attorney's fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceedings of what ever nature, to which he is or shall be made part by reason

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of his being or having been a Director of the corporation whether or not he is a Director of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him.

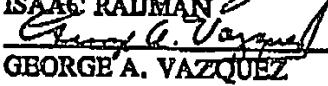
However, an exception is made to the above in relation to matters as to which he shall finally be adjudged in such action, suit or proceedings, to have been derelict in the performance of the duties imposed upon him as such Director.

The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 14th day of July, 1997.


MILTON RADMAN


ISAAC RADMAN


GEORGE A. VAZQUEZ

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That AUTO WHOLESALE CENTER OF MIAMI, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Certificate of Incorporation, at City of Miami, County of Dade, State of Florida, has named: MILTON RAJMAN located at: 2 West Flagler St. Miami, FL 33130 as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY DESIGNATED AGENT

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



REGISTERED AGENT
MILTON RAJMAN

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