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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 504620 3623A

AUTHORIZATION : *Patricia Pujut*

COST LIMIT : \$ 70.00

ORDER DATE : August 21, 1997

ORDER TIME : 12:02 PM

ORDER NO. : 504620-005

CUSTOMER NO: 3623A

CUSTOMER: Robert E. Cobb, Esq
ROBERT E. COBB, ESQ

4530 North Federal Highway

Fort Lauderdale, FL 33308

DOMESTIC FILING

NAME: U.S. #1 AUTO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

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FILED
97 AUG 21 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 21 PM 1:22
OFFICE OF CORPORATION

SIN AUG 22 1997

**CERTIFICATE OF INCORPORATION
OF
U.S. #1 AUTO, INC.**

FILED
97 AUG 21 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purposes of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

I.

The name of this corporation shall be:

U.S. #1 AUTO, INC.

II.

The purposes for which this corporation is formed is to do all and any of the things hereinafter set forth to the same extent as natural persons might or could do, namely:

To engage generally in the business of owning and operating the business of distributing, selling, retailing, wholesaling, and otherwise dealing with all types of automobiles, trucks, vehicles of all types and nature, transportation equipment, merchandise, equipment, parts and accessories, aircraft, boats, skiffs, runabouts, yachts, sailing craft, and any components, both mechanical and electronic, designed for use in and about the foregoing; and other types of business equipment; to engage generally in the business of buying, selling, and otherwise dealing with any and all other type or nature of property;

To engage in the business of buying and selling any and all types or nature of general merchandise, personal property, real property, or mixed, or to engage in the brokerage business of selling personal property for others, to ship, transfer, move and to generally engage in the business of international and domestic trade and commerce;

To engage generally in the business of manufacturing any and all types of products, whether completely fabricated or partially;

To purchase and sell real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing, or doing any work in connection with any and all types of buildings and improvements of any kind and nature whatsoever, including the locating, laying out, and construction of roads, avenues, slips, canals, walls, power plants and generally all classes of buildings, erections and works, both public and private, or integral parts

and claims, trademarks, tradenames, and any interest in real and personal property. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures, or other obligations from time to time, for the purchase of property or for any other purpose in or about the business of the corporation, and, if deemed proper, to secure the payment of any such obligation by mortgage, pledge, deed of trust, or otherwise. To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith, to acquire the good will and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities of any such business;

To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the corporation;

To carry on the business of the corporation in any place or places within or without the jurisdiction of the United States of America, and in any and all countries, and to purchase, hold, mortgage, convey, lease, or otherwise dispose of or deal with real and personal property at such place or places;

To make, enter into, perform and carry out contracts of every sort and kind which may be necessary or convenient to the business of the corporation, or business of a similar nature, with any persons, firms, corporation, either private, public, or municipal body politic under the Government of the United States of America, or any State or Country, Territory or Colony thereof, or any foreign government, so far as, and to the extent that the same may be done and performed by corporations organized under the laws of the State of Florida pertaining to corporations for profit. To do all and everything necessary, suitable and proper for the purpose, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with any other corporation or corporations, firms, or individuals and either as principal or agent, and to do all or any and every other act, thing or things, incidental to or appurtenant to or growing out of or connected with the aforesaid objects, purposes, or any of them.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner, the general powers of the corporation, and the enjoyment and exercise of such general powers as are conferred upon corporations for profit, organized under the Laws of the State of Florida, pertaining to corporations for profit.

Property, labor or services may be purchased and paid for with Capital Stock of this Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. The amount of Capital with which this corporation shall commence business shall be no less than Five Hundred (\$500.00) Dollars.

IV.

This Corporation shall have perpetual existence.

V.

The principal place of business of this corporation shall be:

2718 West Oakland Park Boulevard,
Ft. Lauderdale, FL 33311.

VI.

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office for the first year, or until their successors are elected, are:

LARRY C. COURTNEY

735 Intracoastal Drive,
Ft. Lauderdale, FL 33304.

DIANE COURTNEY

735 Intracoastal Drive,
Ft. Lauderdale, FL 33304

ROBERT PAVSNER

2528 N. 38th Avenue
Hollywood, FL 33021

VII.

The names and post office addresses of the Officers of this Corporation, who shall hold office for the first year, or until their successors are elected, are:

President,

LARRY C. COURTNEY
735 Intracoastal Drive,
Ft. Lauderdale, FL 33304

Vice-President

DIANE COURTNEY
735 Intracoastal Drive,
Ft. Lauderdale, FL 33304

Secretary-Treasurer

ROBERT PAVSNER
2528 N. 38th Avenue
Hollywood, FL 33304

VIII.

The number of Directors of this Corporation shall be not less than one

and Larry C. Courtney has been named as the Registered Agent of the Corporation, and his address is: 2718 West Oakland Park Boulevard, Ft. Lauderdale, FL 33311.


The Board of Directors may from time to time move the principal office of the corporation to any other address in the State of Florida.

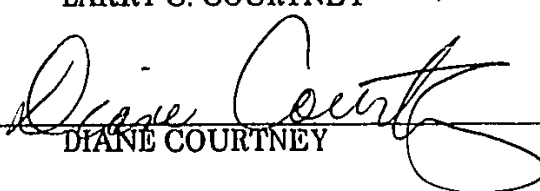
X.

The names and post office address of the subscriber to this Certificate of Incorporation, and the number of shares of stock which he agrees to take, paying therefor One Dollar (\$1.00) for each share, is as follows:

NAME	ADDRESS	NO. OF SHARES
LARRY C. COURTNEY	735 Intracoastal Drive, Ft. Lauderdale, FL 33304	500 shares
DIANE COURTNEY	735 Intracoastal Drive Ft. Lauderdale, FL 33304	500 shares

IN WITNESS OF THE OF THE FOREGOING, I have hereunto set my hand and seal this 19th day of August, 1997.


LARRY C. COURTNEY


DIANE COURTNEY

STATE OF FLORIDA]
COUNTY OF BROWARD]

I HEREBY CERTIFY that on this 18th day of August, 1997, personally came before me, the undersigned authority, LARRY C. COURTNEY and DIANE COURTNEY, to me well known, and known to me to be the persons of those names described in and who executed the foregoing Certificate of Incorporation, and they acknowledged before me that said execution was their free and voluntary act and deed for the purposes therein expressed.

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

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

FIRST: That U.S. #1 AUTO, INC. is desiring to organize under the
Laws of the State of Florida, with its principal office as indicated on the
Certificate of Incorporation in the City of Ft. Lauderdale, Florida, has named
LARRY C. COURTNEY, located at 2718 West Oakland Park Boulevard,
Fort Lauderdale, Florida 33311, as its agent to accept Service of Process
within this State.

ACKNOWLEDGMENT: 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 provisions of said Act relative to keeping open said office.

By: 

LARRY C. COURTNEY
Registered Agent

FILED
97 AUG 21 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA