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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: D & S AUTOMOTIVE OF SOUTH FLORIDA, INC.

AUDIT NUMBER.....H97000014399

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF

D & S AUTOMOTIVE OF SOUTH FLORIDA, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, Chapter 621, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I.

The name of this corporation shall be :

D & S AUTOMOTIVE OF SOUTH FLORIDA, INC.

ARTICLE II.

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III.

The principal place of business and mailing address of this corporation shall be:

c/o Precision Tune
1490 West Broward Blvd.
Ft. Lauderdale, FL 33312

ARTICLE IV.

The general nature of the business and objects and purpose proposed to be transacted and carried on by this corporation are the car and truck tuning, repair and maintenance businesses.

Prepared by: John V. Marinelli, Esquire
Chartered
FBN: 224502
2201 NE 52nd Street, Suite 10
Lighthouse Point, FL 33064
(305) 574-0504

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Said corporation shall further have powers:

To transact any and all lawful business in the automobile and truck repair and maintenance business, and in all other lawful enterprises, as well.

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in the corporate name in all actions of proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge or all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

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To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this State, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014.

All such above actions and activities are to be made in accordance with the provisions contained in Florida Statutes, Chapter 621.

ARTICLE V.

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00 per share. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI.

The name and street address of the initial Registered Agent of this corporation shall be:

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John V. Marinelli, Esquire
2201 NE 52nd Street, Suite 10
Lighthouse Point, FL 33064

ARTICLE VII.

The initial board of directors shall consist of a total of one person and the name and address of the person who is to serve as the initial director is:

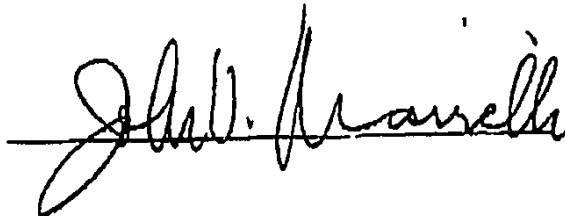
Mr. Terry Smoot
c/o Precision Tune
1490 West Broward Blvd.
Ft. Lauderdale, FL 33312

ARTICLE VIII.

The name and post office address of the incorporator of these Articles of Incorporation is:

John V. Marinelli, Esquire
Chartered
2201 NE 52nd Street, Suite 10
Lighthouse Point, FL 33064

The undersigned has executed these Articles of Incorporation this
28th day of August, 1997.



(Incorporator)

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97 SEP -3 AM 7:45
FILED
CLERK OF DISTRICT COURT
NORTH MIAMI BEACH, FLORIDA


STATE OF FLORIDA)
COUNTY OF BROWARD)

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I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC DULY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGEMENTS, PERSONALLY APPEARED JOHN V. MARINELLI, ESQUIRE TO ME KNOWN TO BE THE PERSON(S) DESCRIBED AS INCORPORATORS(S) IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT HE SUBSCRIBED TO THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at LIGHTHOUSE POINT, Broward County, Florida this 28th day of August, 1997.

Nancy J. Marinelli
Notary Public
State of Florida at Large

My Comm.  NANCY J. MARINELLI
My Commission Expires 06/30/2000
Issued by NAJ
BOS-482-1886

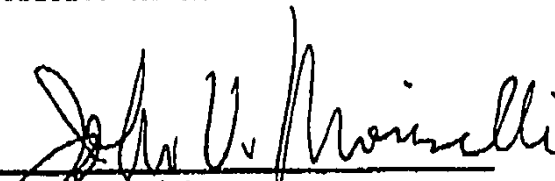
CERTIFICATE OF DESIGNATION
REGISTERED AGENT FOR SERVICE OF PROCESS

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

First that D & S Automotive of South Florida, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named JOHN V. MARINELLI, ESQUIRE located at Lighthouse Point, County of Broward, State of Florida, as its agent to accept service of process within this state.

JOHN V. MARINELLI, ESQUIRE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

BY: 
Registered Agent

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