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August 27, 1997

J. LaDon Devorell
Timothy W. Shaw
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP - 2 PM 12: 12

Secretary of State
State of Florida
Corporation Division
409 East Gaines Street
Tallahassee, FL 32399

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RE: Southland Auto Reconstruction Center, Inc.

Dear Secretary of State:

Please find enclosed the following documents for forming a new corporation for the above referenced name:

1. Original and one copy of Articles of Incorporation.
2. Letter to the Secretary of State regarding the acceptance of the registered agent.
3. Waiver of Notice of Organizational Meeting of Board of Directors and Shareholders of Southland Auto Reconstruction Center, Inc.
4. Minutes of Organizational Meeting of the Shareholders and Directors of Southland Auto Reconstruction Center, Inc.
5. Check in the amount of \$122.50 which represents payment for the filing and incorporation.

Thank you for your attention to this matter. If you have any questions, please feel free to contact the office.

Sincerely,
Donna R. Stolsworth
Donna R. Stolsworth

Legal Assistant to
Timothy W. Shaw

/drs Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
SOUTHLAND AUTO RECONSTRUCTION
CENTER, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is SOUTHLAND AUTO RECONSTRUCTION CENTER, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - CORPORATE PURPOSE AND POWERS

This corporation is initially organized for the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes. This corporation shall have all corporate powers enumerated in said Chapter 607.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at One Dollar (\$1.00) par value per share, which such stock shall have the entire voting power of the corporation. Stock shall be issued under Section 1244 of the Internal Revenue Code.

ARTICLE V - INITIAL REGISTERED OFFICE AGENT

The street/ mailing address of the initial registered office and the principal office of this corporation is 1476 Catmar, Niceville, Florida 32578. The initial registered agent at this address is Larry Bush.

ARTICLE VI - DIRECTORS

The corporation shall have a board of directors consisting of not less than one (1) nor more than five (5) directors. The initial board of directors shall consist of the following persons:

Larry Bush	1476 Catmar Niceville, Florida 32578
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James Williams

1476 Catmar
Niceville, Florida 32578

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:

Larry Bush

1476 Catmar
Niceville, Florida 32578

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the board of directors and shareholders.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting or consent in writing setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same, kind, class or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinbefore named, have hereunto set my hand and seal this 27th day of AUGUST, 1997, for the purpose of forming this corporation to do business both within and without the State of Florida and pursuant to the corporation laws of the State of Florida, do make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.


LARRY BUSH

STATE OF FLORIDA
COUNTY OKALOOSA

The foregoing instrument was acknowledged before me this 27th
day of August, 1997, by LARRY BUSH, who is personally
known to me and who did not take an oath.

WITNESS MY HAND and official seal in the State and County aforesaid
mentioned and dated.

Donna R. Stolsworth
Notary Public
(Seal)



TO: THE SECRETARY OF STATE OF
THE STATE OF FLORIDA

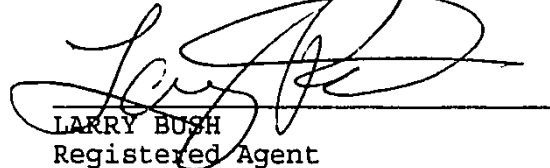
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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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

That Southland Auto Reconstruction Center, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in Articles of Incorporation at 1476 Catmar, Niceville, Florida 32578, has named Larry Bush at that address as its agent to accept service of process with the State of Florida.

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 business.


LARRY BUSH
Registered Agent

Dated: August 27, 1997