

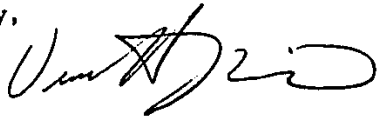
Florida Department of State
Division of Corporations
P.O. Box 637
Tallahassee, FL 32314

Dear Secretary State:

Enclosed please find the original and one copy of Articles of Incorporation for D & H AUTO CORP., which we request that you file and return the copy certified to me. Also enclosed is my check in the amount of \$122.50 to cover the filing, registered agent fee and the certified copy fee.

Thank you very much.

Sincerely,



Enclosures

400002318894--5
-10/13/97--01091--018
****122.50 ****122.50

FILED
97 OCT 13 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/21/97

ARTICLES OF INCORPORATION

97 FILED
OCT 13 PM 3:22
SECRET
TALLAHASSEE FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: D & V Auto Corp.

ARTICLE II PRINCIPAL OFFICE

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

1613 Lee Rd.
Suite B
Winter Park, FL 32789

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 shares of common stock of a par value of ONE DOLLAR (\$1.00) per share, and the consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

DAVID A. TUSCAN
8666 SAN TOCCOA DRIVE
ORLANDO, FLORIDA 32825

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

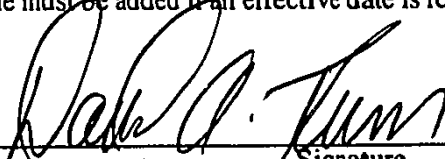
DAVID A. TUSCAN
8666 SAN TOCCOA DRIVE
ORLANDO, FLORIDA 32825

VINCENT A. CAGGIANO
934 DUPONT AVENUE
WINTER PARK, FL 32789

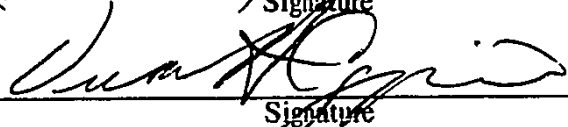
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

9TH day of OCTOBER, 19 97.

(An additional article must be added if an effective date is requested.)



Signature



Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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.

1. The name of the corporation is: D & V AUTO CORP

2. The name and address of the registered agent and office is:

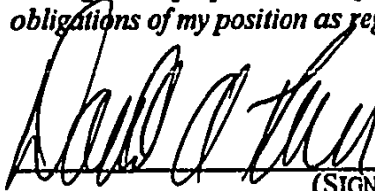
DAVID A. TUSCAN
(NAME)

8666 SAN TOCCOA DRIVE
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

ORLANDO, FLORIDA 32825
(CITY/STATE/ZIP)

FILED
OCT 13 PM 3:22
TALLAHASSEE, FLORIDA

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.


(SIGNATURE)

10/9/97
(DATE)