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U.S. AUTO RECYCLING, INC.
7611 S. Orange Blossom Trail
Suite 103
Orlando, Florida 32809

October 24, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
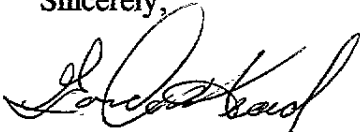Tallahassee, Florida 32314

EFFECTIVE DATE
10-24-97

　　　Re:　　U.S. Auto Recycling, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for U.S. Auto Recycling, Inc. along with a check in the amount of $122.50 to cover all fees, including a certified copy of the Articles.　If you need any further information, please contact me at (813) 546-2727.

Sincerely,

Gordon Head

Encls.

ARTICLES OF INCORPORATION
OF
U.S. AUTO RECYCLING, INC.

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is U.S. Auto Recycling, Inc. and its principal office and mailing address is 7611 S. Orange Blossom Trail, Suite 103, Orlando, Florida 32809.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on October 24, 1997.

ARTICLE III

General Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE IV

Common Capital Stock

The aggregate number of shares of common stock that this corporation shall be authorized to have outstanding at any one time shall be five million shares of common stock at no par per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 7611 S. Orange Blossom Trail, Suite 103, Orlando, Florida 32809, and the initial registered agent of the corporation at such address is Gordon Head.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

NAME

Gordon Head

ADDRESS

7611 S. Orange Blossom Trail, Suite 103, Orlando, Florida 32809
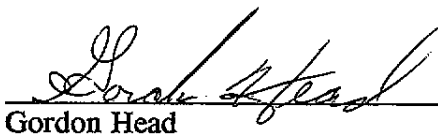
ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof, whether current of former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.
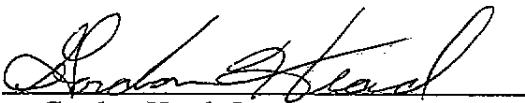
IN WITNESS WHEREOF, the undersigned has executed these Articles this 24th day of October, 1997.

_____
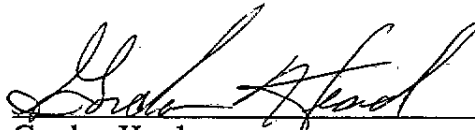Gordon Head

CERTIFICATE DESIGNATING
REGISTERED AGENT

Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, U.S. Auto Recycling, Inc., desiring to organize under the laws of the State of Florida, hereby designates Gordon Head, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 7611 S. Orange Blossom Trail, Suite 103, Orlando, Florida 32809, the business office of its Registered Agent, as its Registered Office.

U.S. AUTO RECYCLING, INC.

By: _____
Gordon Head, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.

_____
Gordon Head

97 OCT 29 PM 12: 40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED