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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: ASL AUTO WHOLESALE, INC.

AUDIT NUMBER.....H98000000044

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

CERT. OF STATUS..0

PAGES..... 4

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

ASL AUTO WHOLESALERS, INC.

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

ARTICLE I

The name of the corporation is: ASL AUTO WHOLESALERS, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is: The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Sixty (60) shares of common stock, having no par value.

ARTICLE IV

The amount of capital with which this corporation will begin business is Five Hundred (\$500.00) Dollars.

PREPARED BY: JOSEPH M. RYAN, P.A.
531 EAST COMMERCIAL BLVD.
FT. LAUDERDALE, FL 33334
(954) 772-5566

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ARTICLE V

The initial post office address of the principal office of this corporation, in the State of Florida, is:

1599 S. W. 30 Avenue, Suite 8
Boynton Beach, Florida 33426

ARTICLE VI

The initial registered agent for the corporation is:

ADAM LAPIDUS

The initial address of the registered agent is:

1599 S. W. 30 Avenue, Suite 8
Boynton Beach, Florida 33426

ARTICLE VII

The stockholders may from time to time move the principal office of this corporation to any other address in Florida.

ARTICLE VII

This corporation shall have at least once (1) director, but the number of directors may be increased from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE IX

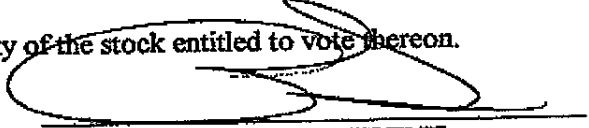
The name and post office address of the first board of directors and officers is:

ADAM LAPIDUS
1599 S. W. 30 Avenue, Suite 8
Boynton Beach, Florida 33426

PRES./VICE PRES./
SEC./TREAS.

ARTICLE X

These Articles of Incorporation may be amended in manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders and approved at a stockholders' meeting, by a majority of the stock entitled to vote thereon.



ADAM LAPIDUS, PRESIDENT
Subscriber

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared ADAM LAPIDUS, to me known to be the person described in as subscriber, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal, in the State and County named above, this 29th day of December, 1997.




BARBARA A. GOODMAN
Notary Public, State of Florida
Commission No. CC511749
My Commission Expires: March 16, 2000

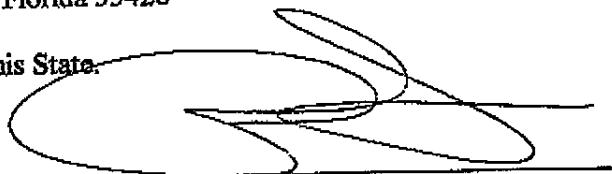
CERTIFICATE OF REGISTERED RESIDENT AGENT

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

First: That ASL AUTO WHOLESALERS, INC., desiring to organize under the laws of the State of Florida, with its principal place of office, as indicated in the Articles of Incorporation, in the County of Palm Beach, State of Florida, has named:

ADAM LAPIDUS
1599 S. W. 30 Avenue, Suite 8
Boynton Beach, Florida 33426

as its agent to accept service of process with this State.



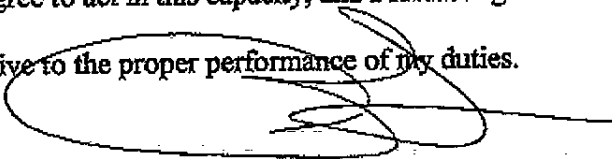
President

Date

12/29/97

ACKNOWLEDGMENT

Having been made to accept service of process fro the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



ADAM LAPIDUS

Date

12/29/97

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TALLAHASSEE, FLORIDA