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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~JOSEPH G. ROSENBERG~~ *Ang*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: A & S AUTO TECH, INC.

AUDIT NUMBER.....H98000001912

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

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF INCORPORATION

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Article I. Name

The name of this Florida corporation is:
A & S Auto Tech, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article II. Address

The mailing address of the Corporation is:
A & S Auto Tech, Inc.
5750 South State Road 7
Fort Lauderdale FL 33314

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Arthur Wallen
5750 South State Road 7
Fort Lauderdale FL 33314

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Arthur Wallen
Sean Lawrance

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Michele Primeau | FL Bar Member 335193
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310
305-358-7605

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Michele Primeau

Keith Mack LLP

200 South Biscayne Boulevard, 20th Floor

Miami FL 33131-2310

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 28, 1998.

The undersigned incorporator executed these Articles of Incorporation on January 28, 1998.


MICHELE PRIMEAU

by G.K. Kuroda as attorney-in-fact

Michele Primeau | FL Bar Member 335193
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310
305-358-7605

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

A & S Auto Tech, Inc.

REGISTERED AGENT/OFFICE:

Arthur Wallen

5750 South State Road 7

Fort Lauderdale FL 33314

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


ARTHUR WALLEN

by G.K. Kuroda as attorney-in-fact

Date: January 28, 1998

**Michele Primeau | FL Bar Member 335193
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310
305-358-7605**

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