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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.
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NAME: ROTALTY BODY AND FENDER REPAIR, INC.

AUDIT NUMBER.....H98000007900

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

CERT. OF STATUS..0

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TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 28, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: ROYALTY BODY AND FENDER REPAIR, INC.
REF: W98000009376

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

PLEASE DECIDE IF THE REGISTERED AGENT WILL BE JAMES L. JONES OR JAMES JONES AND MAKE THE NECESSARY CHANGES.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburg
Document Specialist

FAX Aud. #: H98000007900
Letter Number: 598A00022805

ARTICLES OF INCORPORATION

OF

ROYALTY BODY AND FENDER REPAIR, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is ROYALTY BODY AND FENDER REPAIR, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 2401 SW 31 Avenue, Pembroke Park, Florida 33009.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or

STANLEY B. LEWIS, ESQ.
P.O. BOX 510605
MIAMI, FL 33151
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TALLAHASSEE FLORIDA

benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 2401 SW 31 Avenue, Pembroke Park, Florida 33009 and JAMES L. JONES is the registered agent at that office.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the By-Laws.

The initial Board of Directors of the Corporation shall be comprised of:

JAMES L. JONES
3353 NW 204 Terrace
Miami, Florida 33056

RONALD D. CHANDLER
4831 SW 19th Street
West Hollywood, FL 33023

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or hereinafter prescribed by statute or set forth in the Corporation's By-Laws, so long as same does not conflict with the Florida Statutes.


ARTICLE X: INCORPORATORS

The incorporators of the Corporation are as follows:

JAMES L. JONES
3353 NW 204 Terrace
Miami, Florida 33056

RONALD D. CHANDLER
4831 SW 19th Street
West Hollywood, FL 33023

IN WITNESS WHEREOF, We, JAMES L. JONES and RONALD D. CHANDLER, the undersigned incorporators, have signed these Articles of Incorporation on this 22nd day of April, 1998 and acknowledged the same to be our act.



JAMES L. JONES

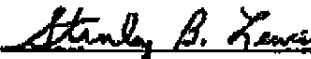


RONALD D. CHANDLER

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 22nd day of April, 1998 by JAMES L. JONES and RONALD D. CHANDLER, both of whom personally appeared before me at the time of notarization, and both of whom have provided Florida Driver's License respectively as identification.

NOTARY PUBLIC:

SIGN: 

PRINT: STANLEY B. LEWIS
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS
My Commission C0407767
Expires Sep. 18, 1998
Bonded by HAI
800-422-1555

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That ROYALTY BODY AND FENDER REPAIR, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Pembroke Park, County of Broward, State of Florida, has named JAMES L. JONES located at 2401 SW 31 Avenue in the City of Pembroke Park, County of Broward, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

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.

BY: *James Jones*

JAMES JONES

DATED: 4/22/98

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