

E. Gerald Block

CERTIFIED PUBLIC ACCOUNTANT

2400 E. COMMERCIAL BOULEVARD, SUITE 719  
FORT LAUDERDALE, FLORIDA 33308  
TEL: (954) 776-0100  
FAX: (954) 772-3640

June 18, 1998

P980000055744

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 22 AM 9:04

RE: Quality Auto Wholesalers of Fort Lauderdale, Inc.

Dear Sirs:

Enclosed please find:

EFFECTIVE DATE

06-18-98

1. Original and one copy of articles of incorporation pertaining to Quality Auto Wholesalers of Fort Lauderdale, Inc.
2. My check in the amount of \$122.50 for payment of the following:

a.	Filing Fee	\$ 35.00
b.	Certified Copy of Articles	<u>52.50</u>
c.	Registered Agent Designation	<u>\$122.50</u>

You will also find enclosed a copy of the Certified Designating Place of Business and Registered Agent.

Please file these Articles as soon as possible, noting the provision under Article II stating that this Corporation's existence shall commence on the date of execution of said Articles, which is 06/18/98.

Upon its arrival, please return a certified copy of these Articles of Incorporation to the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

*E. Gerald Block*

E. Gerald Block, C.P.A.

EGB/lr  
enclosures

900002567699--1  
-06/22/98--01058--003  
\*\*\*\*122.50 \*\*\*\*122.50

RP  
06-23-98

ARTICLES OF INCORPORATION

OF

QUALITY AUTO WHOLESALERS OF FORT LAUDERDALE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 22 AM 9:04

ARTICLE I - NAME

The name of this Corporation is Quality Auto Wholesalers of Fort Lauderdale, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on June 18, 1998.

EFFECTIVE DATE  
06-18-98

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which it already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPLE OFFICE

The street address of the initial registered office of this Corporation is 5090 South State Road 7, Fort Lauderdale, Florida 33314 and the name of the initial registered agent of this Corporation at that address is Alexander Strand. The street address of the principle office is 5090 South State Road 7, Fort Lauderdale, Florida 33314.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never have less than one (1). The names and addresses of the initial Directors of this Corporation are:

Alexander Strand  
551 N.E. 13th Avenue  
Fort Lauderdale, Florida 33301

Kenneth LaFlamme  
4510 S.W. 26th Terrace  
Fort Lauderdale, Florida 33023

ARTICLE IX - INCORPORATOR

The name(s) and address(es) of the person(s) signing these Articles is (are):

Alexander Strand  
551 N.E. 13th Avenue  
Fort Lauderdale, Florida 33301

Kenneth LaFlamme  
4510 S.W. 26th Terrace  
Fort Lauderdale, Florida 33023

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

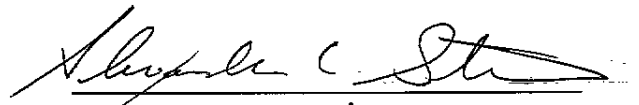
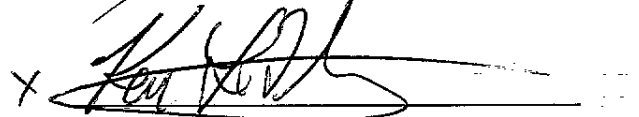
ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

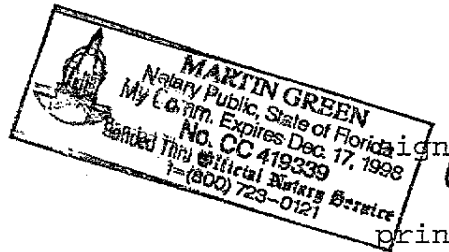
IN WITNESS WHEREOF, the undersigned have executed these Article of Incorporation on this 18th day of June, 1998.

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 14th  
day of 16, 1998, by Martin Green, who is personally  
known to me or who has produced a driver's license as identification and  
who did take an oath.



print

State of Florida at Large  
My Commission Expires:

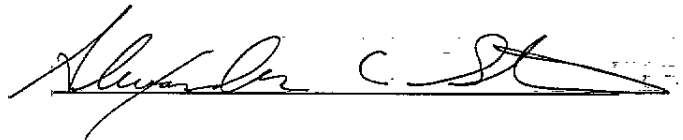
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED  
\*\*\*\*\*

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

First: Quality Auto Wholesalers of Fort Lauderdale, Inc., desiring to be organized under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Fort Lauderdale, County of Broward, State of Florida, has named Alexander Strand, whose business office is located at 5090 South State Road 7, Fort Lauderdale, Florida 33314 as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 22 AM 9:04