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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FOLEY & LARDNER OF TAMPA
CONTACT: THERESIA WESTBROOK
PHONE: (813)229-2300

ACCT#: 071344001620

FAX #: (813)221-4210

NAME: Z AUTOMOTIVE, INC.
AUDIT NUMBER.....H98000011883
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEB JUN 30 1998.

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**ARTICLES OF INCORPORATION
OF
Z AUTOMOTIVE, INC.**

FILED
98 JUN 30 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, the undersigned incorporator of **Z Automotive, Inc.**, a Florida corporation (the "Corporation"), hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is **Z Automotive, Inc.** The Corporation's principal office and mailing address is 777 South Flagler, 8th Floor, West Tower, West Palm Beach, Florida 33401.

**ARTICLE II
BUSINESS AND ACTIVITIES**

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of Common Stock having a par value of \$1.00 per share.

**ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's registered office is 777 South Flagler, 8th Floor, West Tower, West Palm Beach, Florida 33401, and its agent for service of process at such office is Geoffrey Peckham.

**ARTICLE V
INITIAL BOARD OF DIRECTORS**

The number of the Directors constituting the initial Board of Directors of the Corporation is one (1). The number of Directors may be increased or decreased from time to time. The initial Director of the Corporation is Geoffrey Peckham.

Prepared by: Stephen A. Crane, Esq., Foley & Lardner,
P. O. Box 3391, Tampa, FL 33601-3391; 813/229-2300
Fla. Bar No.: 207446

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**ARTICLE VI
INCORPORATOR**

The name and address of the Corporation's incorporator is Stephen A. Crane, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

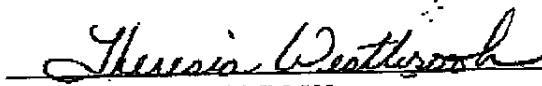
IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has, in accordance with the Florida Business Corporation Act, executed these Articles of Incorporation as of this 23rd day of June, 1998.


Stephen A. Crane, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23rd day of June, 1998, by Stephen A. Crane, who is known to me or who has produced a Florida drivers license as identification and who took an oath.

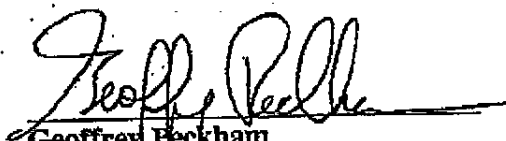



THERESIA WESTBROOK
(print name)
Notary Public
My Commission Expires:

ACKNOWLEDGEMENT OF REGISTERED AGENT

The undersigned, having been designated to accept service of process for Z Automotive, Inc. at the place indicated in the foregoing Articles of Incorporation, does hereby accept the appointment as registered agent and does hereby acknowledge that the undersigned is familiar with and accepts the obligations of such position as set forth in the Florida Business Corporation Act.

Executed this 23 day of June, 1998.


Geoffrey Peckham