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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: FLORIDA AUTO BODY SHOP, INC.

AUDIT NUMBER.....H98000014476

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

CERT. OF STATUS..0

PAGES..... 6

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 7, 1998

EMPIRE

SUBJECT: FLORIDA AUTO BODY SHOP, INC.
REF: W98000017753

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.

IN ARTICLE VI, THE REGISTERED OFFICE ADDRESS AND THE ADDRESS OF THE REGISTERED AGENT MUST BE THE SAME LOCATION. PLEASE MAKE THE APPROPRIATE CHANGES AND MAKE SURE THAT WHICHEVER ADDRESS YOU CHOOSE MATCHES WHAT IS ON THE REGISTERED AGENT CERTIFICATE IN THE BACK OF THE DOCUMENT. PLEASE ALSO MAKE SURE THAT THE ADDRESS IS COMPLETE INCLUDING NAME, STREET, CITY, STATE, AND ZIP.

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

Tracy Augsburg
Document Specialist

FAX Aud. #: H98000014476
Letter Number: 298A00040898

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ARTICLES OF INCORPORATION
OF
FLORIDA AUTO BODY SHOP, INC.

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

ARTICLE I
NAME

The name of the corporation is Florida Auto Body Shop, Inc.

ARTICLE II

The mailing address of this corporation is:

2174 NW 26th Street
Miami, FL 33142

ARTICLE III
PURPOSE

The corporation is organized for the transaction of any and all lawful business for which a corporation may be incorporated under the laws of the state of Florida, including but not limited to the business, service and contracting of paint and body, sales or any related matters..

ARTICLE IV
CAPITAL STOCK

The capital stock authorized, the par value thereof and the characteristics of such

Stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value/Share</u>	<u>Class of Stock</u>
100	\$1.00	Common

Instrument Prepared By:
Ana Rodriguez, Accountant
1890 SW 57th Avenue Suite 107 Miami, FL 33155

(305) 267-1926

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ARTICLE V
Limitation of Corporate Powers

This corporation is to exist perpetually from the date these Articles are subscribed to the provisions of the Florida Statutes Sections 607.167.

ARTICLE VI
Initial Registered Agent and Street Address

The name and street address of the initial registered agent is Esmeralda Espinaco 6927 NW 173rd Drive, #205, and the address of the initial state registered office is 6927 NW 173rd Drive, #205, Miami, Florida 33015-0000, pursuant to the Florida Statutes Section 607.0501 and 607.0505. The registered agent shall also serve as resident agent pursuant to Florida Statutes Section 48.091.

ARTICLE VII
DIRECTORS

The corporation shall have one (1) director initially. The number of directors may Be changed from time to time in accordance with the by-laws adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial directors of the corporation are:

Esmeralda Espinaco
6927 NW 173rd Drive
#205
Miami, FL 33015-0000

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator is:

Esmeralda Espinaco
6927 NW 173rd Drive
#205
Miami, FL 33015-0000

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ARTICLE IX PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash of any new stock of this corporation of the same kind, class or series as that which he 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.

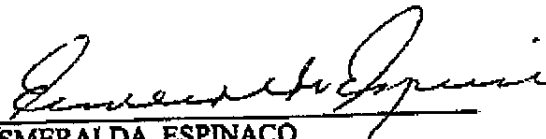
ARTICLES X CUMULATIVE VOTING

At each election for directors, cumulative voting as set forth in Florida Statutes Section 607.097 (4) shall be allowed, provided ten (10) days' notice in writing be given the Secretary of the company by the shareholder desiring cumulative voting.

ARTICLE XI INDEMNIFICATION

This Corporation shall indemnify and may advance expenses on behalf of its Officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 4 day of August, 98.



ESMERALDA ESPINACO
Incorporator

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STATE OF FLORIDA))SS:
COUNTY OF DADE)_

The foregoing instrument was acknowledged before me the 4 day of August, 1998, by ESMERALDA ESPINACO personally known to me or who has produced the following identification El. Espinaco

My commission expires:

(Seal) Notary Public for State of Florida at Large
J. M. Commission 0007087BZ

My Commission Expires: June 7, 2002

Mrs J Rodriguez
 My Commission CC745792
 Expires June 7, 2002

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process from the above stated corporation at the place designated in Article VI, I hereby accept appointment and agree to comply with the provisions and all statutes relating to the proper and complete performance of my duties, and I am familiar and have accepted the obligation of my position as provided in Florida Statutes Section 607.0505.


ESMERALDA ESPINACO
 Registered Agent

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

FLORIDA AUTO BODY SHOP, INC.

(must include suffix)

2. The name and address of the registered agent and office is:

Esmeralda Espinaco

(NAME)

6927 NW 173rd Drive #205, Miami, FL 33015-0000

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Miami, FL 33015-0000

(CITY/STATE/ZIP)

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.

Esmeralda Espinaco

(SIGNATURE)

8/3/98

(DATE)

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