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Nov. 2nd. 1998

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
State of Florida  
Division of Corporations  
Tallahassee, Fl.

Dear Sir:

Enclosed is the articles of Incorporation for One by One of Central Florida Inc., to be registered in the State of Florida.

Enclosed also is the check for \$70.00 to cover fees.

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

YOURS TRULY

*Mike Jabbari*

Mike Jabbari  
107 N. Longwood Ave., Alt. Spgs., Fl., 32701

P. Hall

NOV - 5 1998

(4)

ARTICLES OF INCORPORATION  
OF  
ONE BY ONE OF CENTRAL FLORIDA INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 shall be ONE BY ONE OF CENTRAL FLORIDA INC.

ARTICLE II- NATURE OF BUSINESS

1- The general nature of the business of the corporation shall be automotive and any other lawful business.

2- This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III- PRICIPAL OFFICE AND MAILING ADDRESS

1- The principal place of business shall be 107 N. LONGWOOD AVE., ALTAMONTE SPRINGS, FL. 32701.

2- The mailing address of this corporation shall be 107 N. LONGWOOD AVE., ALTAMONTE SPRINGS, FL. 32701.

ARTICLE IV- SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 with a par value of \$5.00.

ARTILE V- INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is MIKE JABBARI, 107 NORTH LONGWOOD AVE., ALTAMONTE SPRINGS, FL. 32701.

ARTICLE VI- DIRECTORS

The business of the corporation shall be conducted by a board of directors consisting of not less than one(1) director. The names and address or the directors are:

MADJID SALEHI, PRESIDENT, 16969 E. COLONIAL DR. ORLANDO, FL., 32820.

MURAT ERDEN, V/P & S/T, 16969 E. COLONIAL DR. ORLANDO FL., 32820.

#### ARTICLE VII- INCORPORATORS

The names and address of incorporators are:

MADJID SALEHI, 16969 E. COLONIAL DR., ORLANDO, FL., 32820.

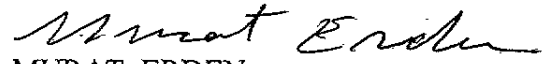
MURAT ERDEN, 16969 E. COLONIAL DR., ORLANDO, FL., 32820.

#### ARTICLE VIII- SHAREHOLDERS

The shareholders of this corporation shall have a pre-emptive right to accuire unissued or treasury shares of the corporative convertible into or carrying a right to subscribe to or accuire shares as issued by the corporation.

The undersigned have executed these articles of incorporation this 27th. day of October 1998.

  
MADJID SALEHI

  
MURAT ERDEN

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, 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.

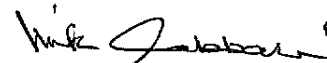
- 1- The name of the corporation is ONE BY ONE OF CENTRAL FLORIDA INC.
- 2- The name and address of the registered agent and office is:

MIKE JABBARI  
107 N. LONGWOOD AVE., ALTAMONTE SPRINGS, FL., 32701

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROSESS 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.

DATE : OCTOBER 27, 1998

BY



MIKE JABBARI

Registered Agent