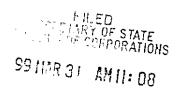


	ACCOUNT NO. : 072100000032	
	REFERENCE : 189725 8690A	
	AUTHORIZATION: Patricia Piguto	
	COST LIMIT : \$ 70.00	en sommermere e e e e e e e e e e e e e e e e
ORDER DATE	: March 31, 1999	
ORDER TIME	: 1:40 PM	
ORDER NO.	: 189725-005 30	0002825683
CUSTOMER N	O: 8690A	
	BEDZOW KORN BROWN WOLFE & BEDZOW KORN BROWN WOLFE & Suite 200 20803 Biscayne Boulevard Aventura, FL 33180	
	DOMESTIC FILING	
MAN	E: AFS 3, INC	5 674 66 1
	EFFECTIVE DATE:	
	CLES OF INCORPORATION IFICATE OF LIMITED PARTNERSHIP	J :IIW
PLEASE RET	URN THE FOLLOWING AS PROOF OF FILING:	- 80 ONS
CE	RTIFIED COPY AIN STAMPED COPY RTIFICATE OF GOOD STANDING	en enga samanan ala en





FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

April 1, 1999

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: AFS 3, INC.

Ref. Number: W99000007839

RESUBMIT

Please give original submission date as file date.

We have received your document for AFS 3, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden Document Specialist

Letter Number: 499A00016596

99 APR -2 AN 8: 50 HATSEN OF CORPORATION



99 MR 3! AM 11:08

ARTICLES OF INCORPORATION

OF

AFS AUTOMOTIVE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AFS AUTOMOTIVE, INC.

The address of the principal office of this corporation shall be 5051 North Hutchinson Island, Miami, Florida 34949, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.10 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180, and the name of the initial registered agent of the corporation at that address is Gary L. Brown, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Allen F. Stearns, III

5051 North Hutchinson Island Dir./Pres./Sec./Treas.

Miami, Florida 34949

ARTICLE VII. INCORPORATOR

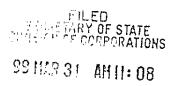
The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301 IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company, on March 31, 1999.

CORPORATION SERVICE COMPANY

By: <u>Octorsh O. Skipper</u> It's Incorporator, Deborah D. Skipper

CKS



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

GARY L. BROWN, ESQ., a	n individual residing in this state, having a business
office identical with the registered office of	of the corporation named below, and having been
designated as the Registered Agent in the a	bove and foregoing Articles of Incorporation of:
AFS Automotive, Inc.	_ is familiar with and accepts the obligations of the
position of Registered Agent under Section	607.0505, Eforida Statutes By:
	Drinted Name: CADV I DROWN DOO

MS/18820.wp