

T. H. BUSCAGLIA AND ASSOCIATES
ATTORNEYS

80 SOUTHWEST 8TH STREET - SUITE 2100 BRICKELL BAYVIEW CENTER, MIAMI, FLORIDA 33130
TELEPHONE (305) 324-6000, FACSIMILE (305) 324-1111, email thombusc@intelaw.com
www.intelaw.com

990000040006

April 23, 1999

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

600002854856--2
-04/28/99--01058--004
*****78.75 *****78.75

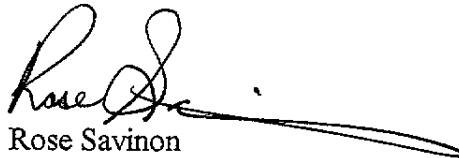
Re: CEO Automotive Services, Inc. - Articles of Incorporation

Dear Sir/Madam:

Accompanying this correspondence is an executed original of CEO Automotive Services, Inc.'s Articles of Incorporation together with a check in the amount of \$78.75 to cover the filing fee and the return of a certified copy of the Articles of Incorporation to the above address.

Thank you for your attention to and courtesy in this matter. Please contact this office if you have any questions. I remain,

Yours truly,
T. H. BUSCAGLIA and ASSOCIATES


Rose Savinon
Legal Assistant

rs
Enclosures

FILED
99 APR 28 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 04 1999

FILED

99 APR 28 AM 8:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

CEO Automotive Services, Inc.

ARTICLE I - NAME

The name of this corporation is

CEO Automotive Services, Inc.

ARTICLE II - BEGINNING OF CORPORATE EXISTENCE AND DURATION

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence, and shall continue perpetually unless dissolved pursuant to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business allowed under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of one dollar (\$ 1.00) Par Value Voting Common Stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

Registered Agent

Street Address of Registered Office

Company Agent, Inc.

80 Southwest 8th Street
Suite 2100 - Brickell Bayview Center
Miami, Florida 33130

The principal place of business is 80 Southwest 8th Street, Suite 2100, Brickell Bayview Center, Miami, Florida 33130.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one initial director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial director is:

Thomas H. Buscaglia	80 Southwest 8th Street
	Suite 2100 - Brickell Bayview Center
	Miami, Florida 33130

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

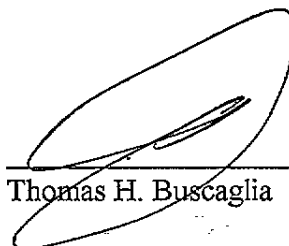
Thomas H. Buscaglia
80 Southwest 8th Street
Suite 2100 - Brickell Bayview Center
Miami, Florida 33130

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation this 23rd day of April, 1999.

INCORPORATOR



Thomas H. Buscaglia

STATE OF FLORIDA)

) ss:

COUNTY OF MIAMI-DADE)

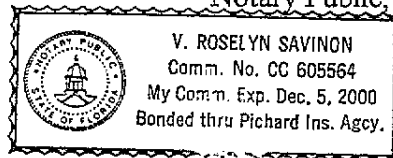
Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Thomas H. Buscaglia, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of April, 1999.

V. Roselyn Savinon

Notary Public, State of Florida

My commission expires:



REGISTERED AGENT

Company Agent, Inc. hereby accepts appointment as registered agent of C.E.O. Automotive Services, Inc. as set forth in the foregoing Articles of Incorporation.

COMPANY AGENT, INC.

By: *[Signature]*

Thomas H. Buscaglia, President

4-23-99

Date

99 APR 28 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED