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WEST PALM BEACH
VERO BEACH

May 7, 1999

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-05/11/99--01003-011
*****78.75 *****78.75

Re: Articles of Incorporation of Pompano Auto Outlet, Inc.

Dear Sir/Madam:


Enclosed please find an original and a copy of Articles of Incorporation of Pompano Auto Outlet, Inc.

Also, enclosed please find a draft made payable to Department of State Division of Corp. in the amount of \$78.75, which represents filing and certified copy fees.

I have also enclosed a draft made payable to Department of State Division of Corporations in the amount of \$35.00, which represent registered agent fee.

Please call my office if you have any questions.

Very truly yours,


STEVEN JAY DELL
SJD/dlm

DMC
5/10/99

FILED
99 MAY 10 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
POMPANO AUTO OUTLET, INC.

FILED
99 MAY 10 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:

POMPANO AUTO OUTLET, INC.

ARTICLE II

PURPOSES AND POWERS: The general nature of business to be transacted by the corporation is as follows:

1. The corporation may engage in any activity of business which is permitted under the laws of the State of Florida.
2. And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
3. And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory

notes or other obligations or negotiable instruments.

ARTICLE III

CAPITALIZATION: The maximum number of shares of stock this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE AND 00/100 (\$1.00) DOLLAR per share.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business is FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE V

COMMENCEMENT AND DURATION: This corporation is to commence existence upon the filing of the Articles of Incorporation by the Department of State.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS: The name of this corporation shall be POMPAÑO AUTO OUTLET, INC., having its principal place of business at: 8681 Northwest 53 Court, Coral Springs, Florida 33067.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, and establish branch offices in any place within the State of Florida, as the said corporation may desire.

ARTICLE VII

DIRECTORS: This corporation shall have one (1) directors initially; the number of Directors may be increased from time to time by the laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

DIRECTORS: The names and addresses of the first Board of Directors of these Articles of Incorporation are as follows:

DINO LIEBRO	8681 Northwest 53 Court
Directors	Coral Springs, FL 33067

The names and addresses of the original officers are as follows:

DINO LIEBRO	8681 Northwest 53 Court
President/Treasurer	Coral Springs, FL 33067

DINO LIEBRO	8681 Northwest 53 Court
Vice President/Secretary	Coral Springs, FL 33067

ARTICLE IX

INCORPORATOR AND SUBSCRIBER: The Incorporator and Subscriber to all of the capital shares of the corporation are:

DINO LIEBRO	8681 Northwest 53 Court
	Coral Springs, FL 33067

ARTICLE X

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

ARTICLE XI

REGISTERED AGENT: That STEVEN JAY DELL, at 2404 Hollywood Boulevard, Hollywood, Florida 33020 is hereby named Registered Agent for this corporation to be its agent

and to accept service of process within the State of Florida.

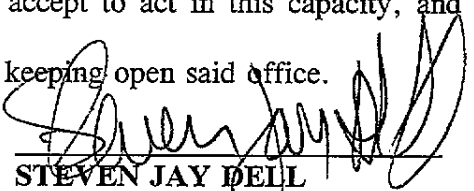
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99 MAY 10 PM 4:10

ACKNOWLEDGEMENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for POMPANO AUTO OUTLET, INC.
at the place designated in this Article, I hereby accept to act in this capacity, and agree to
comply with the provisions of said act relative to keeping open said office.


STEVEN JAY DELL
Registered Agent

I, **THE UNDERSIGNED**, being the original Subscribers to the capital stock hereinabove
named for the purpose of forming a corporation for profit to do business both within and without
the State of Florida, do hereby name, subscribe, acknowledge and file this Certificate, hereby
declaring and certifying that the facts herein stated are true and accordingly have hereunto set
my hand and seal this 4 day of MAY, 1999


DINO LIEBRO

STATE OF FLORIDA)
:SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared DINO LIEBO who is
personally known to me and/or who has produced his driver's license #,s _____
identification and who did/did not take an oath, being by me first duly sworn, deposes and states
that they are the persons described in and who executed the foregoing Articles of Incorporation,
and they acknowledged that he executed the same freely and voluntarily for the purposes therein
expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 4 day
of MAY, 1999.

Print Name: _____
My Commission Expires: _____


NOTARY PUBLIC
State of Florida



Morton Joseph McKenna
MY COMMISSION # CC660804 EXPIRES
October 30, 2001
BONDED THRU TROY FAIR INSURANCE, INC.