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REFERENCE : 441686 81685A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 78.75

ORDER DATE : October 28, 1999

ORDER TIME : 2:55 PM

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ORDER NO. : 441686-005

CUSTOMER NO: 81685A

CUSTOMER: Frank Walker, Esq
STUART & WALKER, PA
STUART & WALKER, PA

600 N.e. 3rd Avenue
Ft. Lauderdale, FL 33304

DOMESTIC FILING

NAME: AUTO SALES GROUP II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: _____

FILED
99 OCT 28 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 OCT 28 PM 3:59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AUTO SALES GROUP II, INC.

FILED
99 OCT 28 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME

The name of this corporation is: AUTO SALES GROUP II, INC.

ARTICLE TWO

DURATION

The term of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 500, all of which shall be common shares with a par value of ONE (\$1.00) DOLLAR.

ARTICLE FIVE

REGISTERED OFFICE

The street address and the mailing address of the initial office and principal office of the Corporation is 1380 South Federal Highway, Pompano Beach, Florida 33062, and the name of the initial Registered Agent is ROBERT MILLER.

ARTICLE SIX

DIRECTOR

The corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time as

provided by the By-Laws.

ARTICLE SEVEN

INCORPORATORS AND SUBSCRIBERS

The name and address of the Incorporators and subscribers are:


ROBERT MILLER
1380 South Federal Highway
Pompano Beach, Florida 33062

ARTICLE EIGHT

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 stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 27th day of October, 1999.


ROBERT MILLER

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

THE FOREGOING INSTRUMENT was acknowledged before me this 27 day of October, 1999 by ROBERT MILLER, who is personally known to me.


NOTARY PUBLIC

LYANNE MICANO
Typed/printed name of Notary

(SEAL)

My Commission Expires:


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OR PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED**

Pursuant to Sections, 48.091, Florida Statutes, the following is submitted in compliance therewith:

That **ROBERT MILLER**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation, in the City of Pompano Beach, Florida 33062, State of Florida, has named ROBERT MILLER of 1380 South Federal Highway, Pompano Beach, Florida 33062, as its agent to receive service of process within this State.

ACKNOWLEDGMENT AND CONSENT

Having been named to receive service of process for the above-named corporation at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.


ROBERT MILLER

99 OCT 28 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED