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November 10, 1999

Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

500002044245--8
-11/15/99-01106-009
****122.50 ****78.75

RE: Paradiso Wholesale Autos

Dear Sirs:

I have enclosed a check in the amount of \$122.50 to cover your filing fee and obtaining a certified copy of the enclosed Articles of Incorporation for the above corporation.

Once the Articles have been filed, please return same to my office in the enclosed self addressed stamped envelope.

Sincerely yours,

Fred Sundheim

Frederick G. Sundheim, Jr.

FGS:sn
Encls.
P-380A

SIGNED IN MR. SUNDHEIM'S
ABSENCE TO AVOID
DELAY IN MAILING.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 NOV 15 AM 10:43

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Sharon Newman GAVE
AUTHORIZATION BY PHONE TO
CORRECT Suffiv
DATE 11-17-99
DOC. EXAM CAH

A. Howell NOV 17 1999

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SECRET
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

PARADISO WHOLESALE AUTOS, INC.

ARTICLE I. NAME

The name of this corporation shall be PARADISO WHOLESALE AUTOS, INC.

ARTICLE II. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III. NATURE OF BUSINESS

The general nature of the businesses to be transacted by this corporation include, but are not limited to, buying and selling of automobiles.

ARTICLE IV. 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 without nominal or par value. 1,000 having a nominal or par value of \$1.00 dollars per share.

ARTICLE V. PRINCIPAL AND REGISTERED OFFICE

The street address of the principal office of this corporation in the State of Florida is 179 Hampton Place, Jupiter, Florida. The street address of the initial registered office of this corporation in the State of Florida is 179 Hampton Place, Jupiter, Florida, 33458. The name of the initial registered agent at such address is MARY D. CICORIA.

ARTICLE VI MANAGEMENT BY SHAREHOLDERS

The business of the corporation shall be managed by the shareholders of the corporation. There will be no directors.

ARTICLE VII. INCORPORATORS

The names and street addresses of the subscribers of these Articles of Incorporation are:

| Name | Address | Office |
|----------------------|---|--------------------------|
| Mary D. Cicoria | 179 Hampton Place Jupiter, Florida 33458 | President/Secretary |
| Catherine M. Cicoria | 179 Hampton Place Jupiter, Florida 33458 | Vice President/Treasurer |

ARTICLE VIII. BY-LAWS

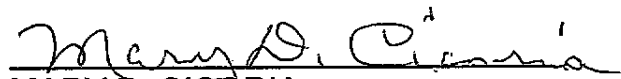
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

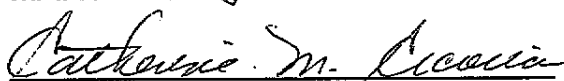
ARTICLE IX. AMENDMENTS

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

ARTICLE X. PREEMPTIVE RIGHTS

Upon the sale of any unissued or treasury shares of the corporation, each shareholder shall have the preemptive right to purchase his prorata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares will be issued or sold.


MARY D. CICORIA


CATHERINE M. CICORIA

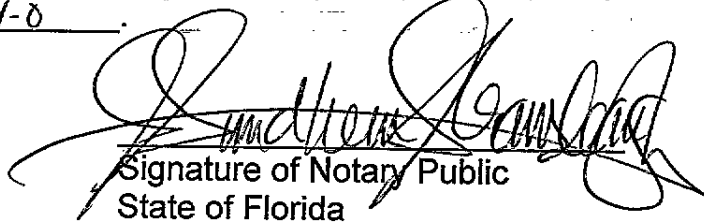
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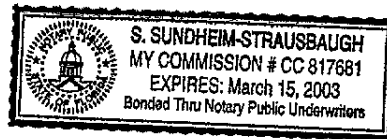
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STATE OF FLORIDA
COUNTY OF FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

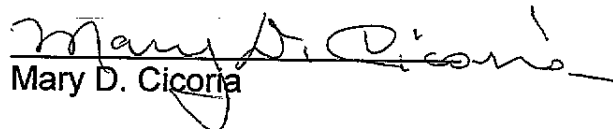
The foregoing instrument was acknowledged before me this 9th of
November, 1999, by Mary D. Cicoria and Catherine M. Cicoria, who are _____
personally known to me or who have produced as identification
FLDL C260-133-37-954-0


Signature of Notary Public
State of Florida



Print, type or stamp commissioned
name of Notary Public

I, Mary D. Cicoria, having been designated to act as Registered Agent,
hereby consent to act in that capacity until removed or my resignation is
submitted.


Mary D. Cicoria