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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

FILED

JAN 27 2005

By AMF

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BUSINESS CORPORATION

ARTICLES OF INCORPORATION  
(To Be Filed In Duplicate Original)

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is PAVILION AUTO SALES, INC.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:

To engage in the business of buying and selling used automobiles and other motor vehicles of any kind and make; to do and carry out anything necessary, proper or incidental with respect to the conduct and management of such business; and generally, to engage in any act or activity for any lawful purpose.

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares 600 (If the authorized shares are to consist of one class only the par value of such shares or a statement that all of such shares are to be without par value.):

No Par Value

or

(b) If more than one class: Total number of shares \_\_\_\_\_ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

As per By-laws of the corporation

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STATE OF RHODE ISLAND

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

As per By-laws of the corporation

7. The address of the initial registered office of the corporation is 1211 Cranston Street

(Street Address, not P.O. Box)

Cranston, RI 02920 and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is Angelo Moretti

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is 0 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>President</u>	<u>Angelo Moretti</u>	<u>37 Nottingham Drive, Hope, RI 02831</u>
<u>Vice-President</u>	<u>Maria Moretti</u>	<u>37 Nottingham Drive, Hope, RI 02831</u>
<u>Secretary</u>	<u>Mario Moretti</u>	<u>10 High Meadow Court, Cranston, RI 02920</u>
<u>Treasurer</u>	<u>Angelo Moretti</u>	<u>37 Nottingham Drive, Hope, RI 02831</u>

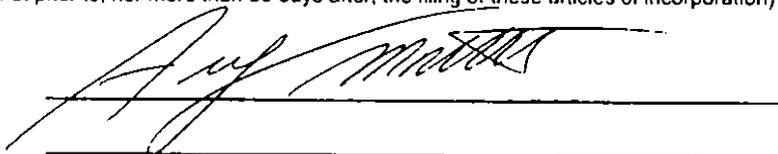
9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Angelo Moretti</u>	<u>37 Nottingham Drive, Hope, RI 02831</u>

10. Date when corporate existence is to begin January 27, 2005

(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: January 27, 2005

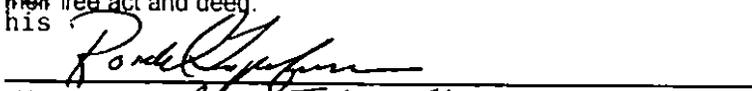


Signature of each Incorporator

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Cranston, on this 27th day of January, 2005, personally appeared before me Angelo Moretti

each and all known to me and known by me to be the ~~parties~~ party executing the foregoing instrument, and ~~they severally~~ he acknowledged said instrument by ~~them~~ subscribed to be ~~his~~ his free act and deed.

  
Notary Public ROBERTA TAGLIAPIETRA  
My Commission Expires: June 9, 2005