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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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 WEST END 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:
The sale and repair of used automobiles, and any other 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 state 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:

-see attached-

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

7. The address of the initial registered office of the corporation is 225 BROADWAY (Street Address, not P.O. Box)
PROVIDENCE, RI 02903 and the name of its initial registered agent
(City/Town) (Zip Code)
at such address is THOMAS H. CARUOLO, ESQ.
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is one (1) 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.)

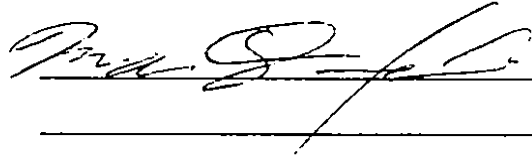
<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>President</u>	<u>Mark Duxbury</u>	<u>137 Wallace St., Providence, RI</u>
<u>Vice Pres.</u>	<u>Mark Duxbury</u>	<u>137 Wallace St., Providence, RI</u>
<u>Treasurer</u>	<u>Mark Duxbury</u>	<u>137 Wallace St., Providence, RI</u>
<u>Secretary</u>	<u>Mark Duxbury</u>	<u>137 Wallace St., Providence, RI</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Mark Duxbury</u>	<u>137 Wallace St., Providence, RI</u>

10. Date when corporate existence is to begin Immediately
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: JUNE 12, 2000




Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

JUN 12 2000
PROVIDENCE
225 BROADWAY

In PROVIDENCE, on this 12th day of JUNE, 2000, personally appeared before me MARK DUXBURY

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


Notary Public THOMAS H. CARUOLO, ESQ.
My Commission Expires: 6-18-01 #2465

No stockholders shall transfer any of his or her capital stock without par value, except by will or intestacy without first offering the same to the corporation at the lowest price at which he or she is willing to sell the same, said offer to be in writing and to include a statement of the names and addresses of the transferee or transferees to whom the stockholder intends to sell and transfer his stock if his or her said offer is not accepted by the corporation as hereinafter provided. Said offer and statement shall be addressed to the corporation at its principal place of business. The corporation through its stockholders shall have fifteen (15) days after the date of the delivery of said offer and statement to accept or reject said offer and until action thereon shall be taken or until the expiration of said fifteen (15) days, whichever shall first occur, no transfer of such stock shall be made by the stockholder submitting the offer, but if the stockholders shall reject said offer or if no action shall be taken by them prior to the expiration of said fifteen (15) days, such stockholder may then sell said stock at not less than the price fixed in said offer to any transferee or transferees described in said statement at any time within three (3) months after the expiration of said fifteen (15) days, but not otherwise or thereafter without again complying with the provisions of the paragraph herein. Transfers by way of pledge, attachment or other encumbrances are intended to be included in the prohibitions of the paragraphs herein. Any transfer contrary to the foregoing provisions shall be void. The corporation by resolution of its stockholders, however, may waive the foregoing provisions with respect to any particular transfer.