

Certificate of Incorporation

Of

Collision Automotive Repair Services, Inc.

The undersigned, a natural person for the purposes of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and generally known as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "Corporation") is COLLISION AUTOMOTIVE REPAIR SERVICES, INC.

SECOND: Its registered office in the State of Delaware is to be located at 1209 Orange Street, in the City of Wilmington, County of New Castle, and Zip Code 19801. The Registered Agent in charge thereof is The Corporation Trust Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is twenty thousand (20,000) without par value, of which stock there shall be two classes of common stock, Class A and Class B, ten thousand (10,000) shares of each. Each member must own exactly one (1) share of Class A Stock; it shall carry the exclusive voting rights of the corporation and each share shall have one vote. All membership stock, classes A and B, may be owned only by members who are persons and entities described in the bylaws.

Class B stock is identical to Class A in all respects, except that the Class B stock is non-voting except as to those matters which Delaware law extends the right to vote to non-voting stock.

The Board of Directors is hereby expressly authorized to determine and state, in the resolution or resolutions, or bylaws providing for the issue of such stock, the voting powers and the designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, and to issue one or more classes or series of stock within any class with such voting powers and with such designations, preferences and relative, participating option or other special rights, and qualifications, limitations or restrictions thereof as may be determined by the Board.

FIFTH: The minimum amount of capital with which the corporation shall commence business is five thousand dollars (\$5,000.00).

SIXTH: The name and mailing address of the Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Don E. Graham, Esq.	1401 New York Ave., N.W. Suite 1100 Washington, D.C. 20005

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors of class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in stockholders or class of creditors, and/or the stockholders or class of stockholders of this corporation, as the case may be, of this Corporation as a consequence of such compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

NINTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

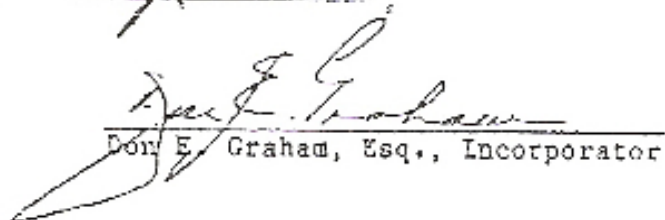
1. The business of the corporation shall be conducted by the officers of the corporation under the supervision of the Board of Directors.
2. The number of directors shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the bylaws. No election of Directors need be by written ballot.
3. The Board of Directors of the Corporation may adopt, amend or repeal the bylaws of the corporation at any time after the original adoption of the bylaws according to Section 109 of the General Corporation Law of the State of Delaware; provided, however, that any amendment to provide for the classification of Directors of the Corporation for staggered terms pursuant to these provisions of subsection (d) of Section 141 of the General Corporation Law of the State of Delaware shall be set forth in an amendment to this Certificate of Incorporation, in an initial bylaw, or in a bylaw adopted by the stockholders of the Corporation entitled to vote.

TENTH: The Corporation may, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said sections, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any bylaw, agreement, vote of stockholders of disinterested Directors or otherwise, both as to act in his official capacity and as to act in another capacity while holding such office, and shall continue as to a person who has ceased to be Director, officer, employee or agent and shall inure to the benefit heirs, executors and administrators of such a person.

ELEVENTH: No officer or director shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer provided that the director or officer has (a) not been guilty of a breach of the director's or officer's duty of loyalty to the corporation or its stockholders, (b) not committed any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under section 174 of the Delaware Corporation Law, or (d) results from any transaction from which the director or officer derived an improper personal benefit.

TWELFTH: From time to time any of the provisions of the Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this certificate of Incorporation are granted subject to the provisions of this Article TWELFTH.

Signed on this 10th day of April, 1991


Don E. Graham, Esq., Incorporator