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A Group Accounting & Tax Services
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07/30/2001

Florida Department of State
Corporate Records
P. O. Box 6327
Tallahassee, Florida 32301

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-08/01/01--01049--006
****122.50 *****78.75

Re: Incorporation Application --A-1 BODY & USED CARS, INC.

Attached are the Articles of Incorporation for the above
referenced Corporation and the necessary filing fees as follows:

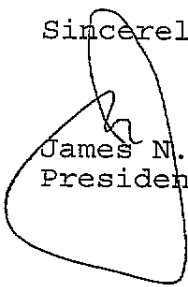
Filing fees:	\$35.00
Designation of Registered Agent:	\$35.00
Certified Copy:	\$52.50

	\$122.50
	=====

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please send the certified copy of the articles to the address
below.

Sincerely,


James N. Mower
President

B. BROWN AUG - 6 2001 ✓

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
A-1 BODY & USED CARS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name and principal address of the corporation shall be:

A-1 BODY & USED CARS, INC.

704 South 8th Street
Fernandina Beach, Florida 32034

ARTICLE II. NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1 per share.

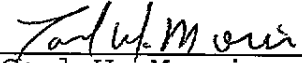
ARTICLE IV. REGISTERED AGENT ADDRESS

The street address of the initial registered office of the corporation shall be:

5012 Anthony Street
Fernandina Beach, Florida 32034

The name and written acceptance of the initial registered agent of the corporation at that address is as follows:

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."



Carl W. Morris

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

The corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

Director Carl W. Morris
5012 Anthony Street
Fernandina Beach, Florida 32034

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Secretary Carl W. Morris
5012 Anthony Street
Fernandina Beach, Florida 32034

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Carl W. Morris
5012 Anthony Street
Fernandina Beach, Florida 32034

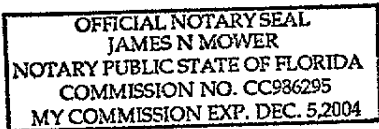
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 14th day of June, 2001.

Carl W. Morris

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 14th day of June, 2001.



[Signature]

Notary Public, State of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA