CAPITAL CONNECTION, INC.

417 U. Virginia St., Suite 1, Tallahassee, 1L 32301, (904)224-8870. Mailing Address Post Office Bus 10349, Tallahassee, Fl. 12302. TOLL FREE Ng./L 800-342-8062. FAX (904)-222-1222.

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11-7521-7 POHDER'S INC., THOMASVILLE, GA.

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Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

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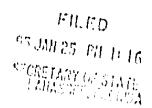
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ARTICLES OF INCORPORATION OF JAGUAR OF MELHOURNE, INC.



ARTICLE 1 - NAME

The name of this corporation is JAGUAR OF MELBOURNE, INC., located at 340 North Harbor City Boulevard, Melbourne, FL 32935.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of \$0.10 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 15 East Merritt Island Causeway, Suite 307, Merritt Island, FL. 32952, and the name of the initial registered agent of this corporation at that address is Kevin P. Markey, Esquire.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws or agreement, but shall never be less than one. The name and address of the initial director of JAGUAR OF MELBOURNE, INC., is:

NAME ADDRESS

R. Bruce Deardoff 340 North Harbor City Boulevard Melbourne, FL 32935

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME ADDRESS

Kevin P. Markey
15 E. Merritt Island Cswy., #307
Merritt Island, FL 32952

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XL-COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to flx the compensation of directors of this corporation.

ARTICLE XIL-INDEMNIFICATION

The corporation shall, to the fallest extent permitted by Florida Statute Section 607.0850, 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 section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - LR.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XY - SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this __24th_day of __January _______, 1995.

Kevin P. Markey

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that JAGUAR OF MELBOURNE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named Kevin P. Markov, located at 15 East Merritt Island Causeway, Suite 307, Merritt Island, FL 32952 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Kevin P. Markey

P95000006542

410 West Merritt Avenue Merritt Island, FL 32953 (407) 453-0547 (telephone) (407) 453-0958 (facsimile)

KEVIN P. MARKEY DANIEL B. FOWLER Mailing Address: Post Office Box 541081 Merritt Island, FL 32954-1081

September 12, 1996

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 400001949414 -09/17/96--01007--006 *****87.50 *****87.50

RE: Articles of Amendment for Jaguar of Melbourne, Inc.

Dear Sir or Madam:

Please find Articles of Amendment (original and one copy) and our check in the amount of \$87,50 to cover the necessary fees as follows:

Filing Fee \$35.00 Certified Copy 52.50 Total \$87.50

Please return the certified copy to the undersigned in the envelope provided.

Thank you for your attention and courtesy in filing this Amendment. Should you have any questions in regard to this filing, please do not hesitate to call me.

Sincerely,

Krista R. Dodrill Legal Assistant

KPM/krd

Enclosures

HASSEE, FLORID

AMENDMENT TO ARTICLES OF INCORPORATION OF JAGUAR OF MELBOURNE, INC.

Pursuant to the provisions of Chapter 607, Florida Statutes, and its Articles of Incorporation, the undersigned corporation adopts the following Amendment to its Articles of Incorporation, as originally filed with the Secretary of State of the State of Florida on January 25, 1995.

- 1. The name of the Corporation is Jaguar of Melbourne, Inc.
- II. The following amendment to the Articles of Incorporation was adopted by the corporation:
 - A. Article I is hereby amended by altering it in its entirety so as to read:

"ARTICLE I - NAME

The name of this corporation shall be Continental Motorcars, Inc."

- III. The amendment to the Articles of Incorporation was adopted pursuant to written consent in lieu of a Meeting of all the Board of Directors and Shareholders duly considered and executed.

JAGUAR OF MELBOURNE, INC.

By:

R. Bruce Deardoff

President

95 SEP 16 PH 1: 47 NECKETARY TALLAHASSEE, FI ORIG

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF JAGUAR OF MELBOURNE, INC.

I, R. Bruce Deardoff, President and Director of Jaguar of Melbourne, Inc., a Florida corporation, do hereby certify to the Secretary of State, State of Florida, that the following resolution was approved by all the shareholders and all the directors of the corporation by Written Consent, pursuant to the provisions of Florida Statutes, Sections 607.0821 and 607.0704:

RESOLVED, that pursuant to the provisions of the Articles of Incorporation of Jaguar of Melbourne, Inc., the Articles of Incorporation are hereby amended by altering Article I in its entirety, so as to read as follows:

"ARTICLE I - NAME

The name of this corporation shall be Continental Motorcars, Inc.

FURTHER RESOLVED, that the President and Sceretary are hereby authorized to execute said amendment to the Articles of Incorporation and to file same with the Secretary of State.

I DO HEREBY CERTIFY that said resolutions have not been altered, amended, or rescinded, and that same are in full force and effect this 11th day of September, 1996.

JAGUAR OF MELBOURNE, INC.

By:

R. Bruce Deardoff

President

ATTEST:

Agent (Sgal)

FILED

95 SEP 16 PH 1: 47
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