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KRAIG H. KOACH, P.A.
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SUITE 470
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April 3, 1996

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

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-04/11/96--01065--013
****122.50 ****122.50

RE: A & M Auto Group, Inc.

Gentlemen:

We are enclosing our check in the amount of \$122.50 to cover the following fees for the incorporation of the above-named corporation:

Registered Agent Fee	35.00
Filing Fee	35.00
Certified Copy of Articles	<u>52.50</u>
Total	\$122.50

We have also enclosed an original and a copy of the Articles of Incorporation. Please return to this office a certified copy of same after the Articles have been filed of record.

Thank you for your attention to this matter.

Very truly yours,

Kraig H. Koach

Kraig H. Koach

KHK/kk
Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 11 PM 12:52

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ARTICLES OF INCORPORATION

OF

A & M AUTO GROUP, INC.

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DIVISION OF CORPORATIONS
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The undersigned incorporator for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be A & M AUTO GROUP, INC. The principal place of business of this corporation shall be as follows:

Corporate Address:

2111 Fairfield Avenue
Sarasota, Florida 34232

ARTICLE II

TERM OF EXISTENCE

The term of existence of the corporation shall be perpetual.

ARTICLE III

NATURE OF BUSINESS

The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct 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 IV
CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is 500 shares, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE V
REGISTERED AGENT

The street address of the initial registered office of the corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

Name and street address

Kraig H. Koach, Esquire
KRAIG H. KOACH, P.A.
240 North Washington Boulevard, Suite 470
Sarasota, Florida 34236

ARTICLE VI
BOARD OF DIRECTORS

The corporation shall have a Board of Directors of one (2) director initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The names and addresses of the persons who shall serve as the initial directors of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

Name and street address

ANDREW G. HUGHES
2111 FAIRFIELD AVENUE
SARASOTA, FLORIDA 34232

MICHAEL C. LAPPAS
4982 CLUB VIEW COURT EAST
BRADENTON, FLORIDA 34203

ARTICLE VII
INCORPORATOR

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

Name and street address

ANDREW G. HUGHES
2111 FAIRFIELD AVENUE
SARASOTA, FLORIDA 34232

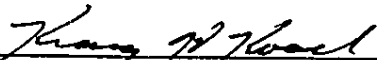
IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida General Corporation Act, has executed these Articles of Incorporation this 5th day of April, 1996.



ANDREW G. HUGHES, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 5th day of April, 1996, by the party hereto, who is personally known to me or who produced _____ as identification, and who did take an oath.



Notary Public
My Commission Expires:



OFFICIAL SEAL
KRAIG H. KOACH
My Commission Expires
April 22, 1996
Comm. No. CC 195778

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

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First, that A & M AUTO GROUP, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Sarasota, County of Sarasota, State of Florida, has named KRAIG H. KOACH, 240 N. Washington Blvd., Suite 470, Sarasota, Florida 34236, 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.


KRAIG H. KOACH

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SECRETARY OF STATE
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