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FLORIDA LIMITED PARTNERSHIP

Select Automotive Capital, Ltd.

Certificate of Status	1
Certified Copy	1
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CERTIFICATE OF LIMITED PARTNERSHIP OF
SELECT AUTOMOTIVE CAPITAL LTD.
A Florida Limited Partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108, Florida Statutes, hereby states the following:

1. The name of the Partnership is SELECT AUTOMOTIVE CAPITAL LTD.

2. The business address of the Partnership is c/o Robert S. Williams, Esq., 100 S. Ashley Drive, Suite 1500, Tampa, Florida 33602.

3. The name and address of the agent for service of process on the Partnership is Robert S. Williams, 100 S. Ashley Drive, Suite 1500, Tampa, Florida 33602.

4. The names and business addresses of the General Partner is as follows:

GENERAL PARTNER	ADDRESS
SELECT AUTOMOTIVE MANAGEMENT, LLC #L04000041336	c/o Robert S. Williams, Esq. 100 S. Ashley Drive, Suite 1500 Tampa, Florida 33602.

5. The mailing address of the Partnership is c/o Robert S. Williams, Esq., 100 S. Ashley Drive, Suite 1500, Tampa, Florida 33602.

6. The latest date upon which the Partnership shall dissolve is June 30, 2055.

The execution of this Certificate by the undersigned General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of Select Automotive Capital Ltd. this 2nd day of June, 2004.

SELECT AUTOMOTIVE CAPITAL, LTD.
By: Select Automotive Management, LLC
General Partner

By: _____
Robert S. Williams, Authorized Representative

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for SELECT AUTOMOTIVE CAPITAL LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.

REGISTERED AGENT

ROBERT S. WILLIAMS

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Robert S. Williams, the Authorized Representative of Select Automotive Management, LLC, a Florida limited liability company, the General Partner of the Select Automotive Capital Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certify as follows:

1. The amount of capital contributions of the limited partners is $1,000.00.

2. The estimated total amount contributed and anticipated to be contributed by the limited partners at this time is $250,000.00.

DATED this 2nd day of June, 2004.

AFFIANT SAYS NOTHING FURTHER.

Under penalties of perjury, I declare that I have read the fore-going and that the facts alleged are true, to the best of my knowledge and belief.

SELECT AUTOMOTIVE CAPITAL, LTD.
By: Select Automotive Management, LLC
General Partner

By: _____
Robert S. Williams, Authorized Representative

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 2nd day of June, 2004, by ROBERT S. WILLIAMS, who is personally known to me ~~or who produced _____ as identification.~~

_____
NOTARY PUBLIC
Print Name: Lynn A. Hoodless
My Commission Expires:

Lynn A. Hoodless
MY COMMISSION # DD070361 EXPIRES
February 27, 2006
BONDED THRU TROY FAIN INSURANCE, INC.