



THE UNITED STATES
CORPORATION
COMPANY

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00 FEB 10 PM 3:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 578344 7138979

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pjitt

ORDER DATE : February 7, 2000

ORDER TIME : 9:55 AM

ORDER NO. : 578344-005

500003131105--8

CUSTOMER NO: 7138979

CUSTOMER: Mr. Michael Shelley
MR. MICHAEL SHELLEY
MR. MICHAEL SHELLEY
15833 Southwest 14th Court

Pembroke Pines, FL 33027

DOMESTIC FILING

NAME: SUNSHINE AUTOMOTIVE GROUP,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

PH 2/10/2000

RECEIVED
00 FEB 10 PM 12:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

00 FEB 10 PM 3:02

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUNSHINE AUTOMOTIVE GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SUNSHINE AUTOMOTIVE GROUP, INC.

The address of the principal office of this corporation shall be 15833 Southwest 14th Court, Pembroke Pines, Florida 33027 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This 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 20,000,000 shares of common stock having \$0.001 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 15833 Southwest 14th Court, Pembroke Pines, Florida 33027-2363 and the name of the initial registered agent of the corporation at that address is Michael J. Shelley.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Michael J. Shelley

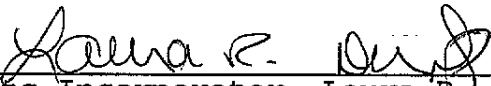
15833 Southwest 14th Court
Pembroke Pines, FL 33027

ARTICLE VII. INCORPORATOR

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

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on February 10, 2000.


Its Incorporator, Laura R. Dunlap

JKN/JANNA WILSON

Feb. 7. 2000 12:30PM 6365445

No. 7346 P. 2/2

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Michael J. Shelley, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

SUNSHINE AUTOMOTIVE GROUP, INC.

Michael J. Shelley is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Michael J. Shelley

Typed Name: Michael J. Shelley