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FILED
00 AUG 21 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 15, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: Articles of Incorporation of
Apricot Auto Sales, Inc.

Dear Sirs:

Enclosed for filing please find two original Articles of Incorporation for Apricot Auto Sales, Inc., a Florida not for profit Corporation. Also enclosed is my check for the requisite-filing fee of \$78.75.

Your prompt filing of these Articles will be appreciated.

Sincerely yours,



Stanley E. Marable

cc: Mr. Renato Lazzari

D. BROWN AUG 24 2000

CERTIFICATE OF INCORPORATION

OF

APRICOT AUTO SALES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be:

Apricot Auto Sales, Inc.

ARTICLE II

This Corporation is organized for the purpose of any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act, and any activity of business permitted under the laws of the United States.

ARTICLE III

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be seventy-five hundred (7,500) shares of common stock, having a par value of one dollar (\$1.00) per share.

ARTICLE V

Every shareholder shall have the right to purchase their pro-rata share of any new stock in this Corporation of the same kind, class or series as that which he/she already holds at the price at which it is offered to all other shareholders.

ARTICLE VI

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII

PRINCIPAL OFFICE

The principal place of business of this Corporation shall be 921 Apricot Avenue, Sarasota, FL 34237

ARTICLE VIII

NUMBER OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) or more than five (5) persons, as shall be described in the By-Laws.

ARTICLE IX

FIRST BOARD OF DIRECTORS

The names and post office addresses of the members of the First Board of Directors who shall hold office until the annual meeting of the stockholders to be held in the year 1998, and until their successors are elected and have qualified are as follows:

| <u>NAME</u> | <u>ADDRESS</u> | <u>TITLE</u> |
|----------------|---|---------------------------------|
| Renato Lazzari | 921 Apricot Avenue Sarasota, FL 34237 | President |
| Jan-Ove Kohler | 7718 Westmoreland Dr. Sarasota, FL 34243 | Vice Pres./ Secretary-Treas. |

ARTICLE X

INCORPORATORS

The name and post office address of each incorporator to this Certificate of Incorporation is as follows:

| <u>NAME</u> | <u>ADDRESS</u> | <u>TITLE</u> |
|----------------|---|---------------------------------|
| Renato Lazzari | 921 Apricot Avenue Sarasota, FL 34237 | President |
| Jan-Ove Kohler | 7718 Westmoreland Dr. Sarasota, FL 34243 | Vice Pres./ Secretary-Treas. |

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT


The street address of the initial registered office of this Corporation is 7718 Westmoreland Drive, Sarasota, FL 34243 and the name of the initial registered agent of this corporation at that address is Jan-Ove Kohler.

ARTICLE XII

SPECIAL PROVISIONS

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholder herein is granted subject to this reservation.

IN WITNESS WHEREOF, We, the undersigned being the original incorporators herein named, have hereunto set our hands and seals on August 7th, 2000.

 (SEAL)
Renato Lazzari

 (SEAL)
Jan-Ove Kohler

STATE OF FLORIDA

COUNTY OF SARASOTA

I HEREBY CERTIFY, that on August 17th, 2000 personally appeared, before me the undersigned authority:

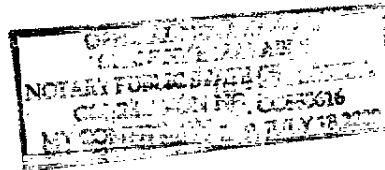
Jan-Ove Kohler

Renato Lazzari

to me well known, and known to me to be the persons described in and who acknowledged to me that they executed the foregoing Certificate of Incorporation as their free act and did for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, on the date last above written.


Notary Public, Commission No.:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

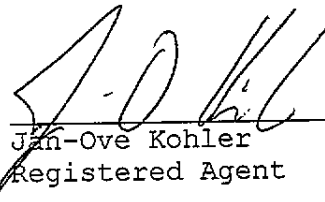
In pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, That Apricot Auto Sales, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Sarasota, County of Sarasota, State of Florida, has named Jan-Ove Kohler, 7718 Westmoreland Drive, Sarasota, County of Sarasota, State of Florida, 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 place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY:


Jan-Ove Kohler
Registered Agent

DATED: August 17th, 2000