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James A. McKnight, E.A.

"Loggerhead Plaza"
14255 U.S. Highway One
Suite 224
Juno Beach, Florida 33408
(561) 775-1873
Fax: (561) 775-7951

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*****70.00 *****70.00

August 31, 2000

Secretary of State
CORPORATION RECORDS BUREAU
Department of State, P.O. Box 6327
Tallahassee, FL 32314

FILED
00 SEP -5 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

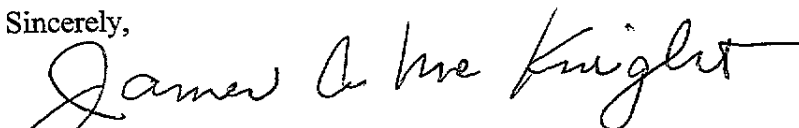
Please see the enclosed original Articles of Incorporation for:

JUPITER AUTO EXCHANGE, INC.

Also enclosed is a check in the amount of \$70.00 to cover the costs of the Incorporation fees of said corporation.

If there are any questions regarding this application please call me at (561) 775-1873.

Sincerely,


JAMES A. McKNIGHT

enclosures: 1. Articles of Incorporation
2. Check

CC: Michael D. Singer

Enrolled to Represent Taxpayers Before the Internal Revenue Service



ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profits.

ARTICLE 1, NAME

The name of the corporation shall be:

- JUPITER AUTO EXCHANGE, INC.

ARTICLE II, NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) Shares of Common Stock, of One Dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than One Hundred Dollars (\$100.00)

ARTICLE V, TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the State of the principal office of the Corporation shall be:

2581 JUPITER PARK DRIVE
JUPITER, FLORIDA 33458

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

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00 SEP -5 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE Directors initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders but shall never be less than one. The name and address of the Directors of this Corporation are:

MICHAEL D. SINGER
17210 RANDALL TERRACE
JUPITER, FLORIDA 33477

ARTICLE VIII, INCORPORATOR

The names and addresses of the incorporators:

MICHAEL D. SINGER
17210 RANDALL TERRACE
JUPITER, FLORIDA 33477

ARTICLE IX, BY-LAWS

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

ARTICLE X, AMENDMENTS

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

ARTICLE XI, SUB-CHAPTER S CORPORATION

This Corporation may become a Sub-Chapter S Corporation as defined by the Federal Internal Revenue Code.

**ARTICLE XII, REGISTERED AGENT AND REGISTERED
OFFICE**

The Registered Agent, MICHAEL D. SINGER

at: 17210 RANDALL TERRACE
JUPITER, FLORIDA 33477

accepts this position as signed below:



MICHAEL D. SINGER

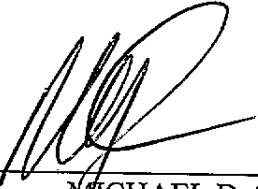
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The Registered Office will be located at:

17210 RANDALL TERRACE
JUPITER FLORIDA 33477

IN WITNESS WHEREOF, the undersigned, as subscribing incorporators, have here to set our hands and seals this 31st day of AUGUST, 2000 for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make and file in the office of the Secretary of State of Florida these Articles of Incorporation, and certify that the facts herein stated are true.



MICHAEL D. SINGER

SWORN TO AND SUBSCRIBED BEFORE ME

THIS 31st DAY OF AUGUST, 2000


NOTARY PUBLIC



Maida M. Remmer
MY COMMISSION # CC805239 EXPIRES
February 24, 2003
BONDED THRU TROY FAIN INSURANCE, INC.