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CHRIS M. PRATT, ESQUIRE  
701 8th Avenue West  
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(941) 723-0224

February 28, 2001

FILED  
01 MAR -5 AM 10:54  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314


Re: El Cheapo Rides, Inc.

To Whom It May Concern:

Please find enclosed the original and one copy of the Articles of Incorporation of El Cheapo Rides, Inc., together with the Designation of Registered Agent and check in the amount of \$78.75 for filing fees and certified copy. (\$70.00 filing + \$8.75 certified copy).

Please indicate the approval of the Articles of Incorporation by filing same and returning a certified copy to me for the corporate records.

Sincerely,



Chris Pratt, Esquire

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CP/mm  
enc.

ARTICLES OF INCORPORATION

OF

EL CHEAPO RIDES, INC.

FILED  
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is El Cheapo Rides, Inc.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be conducted and created by this corporation is to provide for new vehicle and used vehicle and sales services and all other related business in which a corporation is lawfully authorized to engage in the State of Florida.

ARTICLE III - CORPORATE EXISTENCE

This corporation shall have perpetual existence and shall commence immediately upon the filing and acceptance of this Charter by the State of Florida, Department of State.

ARTICLE IV - REGISTERED OFFICE

The address of the initial principal office of the corporation is 2401 53rd Avenue West, Bradenton, Florida 34207. The Board of Directors may from time to time move the principal office to any other address within the State of Florida.

ARTICLE V - REGISTERED AGENT

The initial registered agent for the corporation for accepting service of process pursuant to Chapter 48.091, Florida Statutes, shall be Marsha Miller, 2401 53rd Avenue West, Bradenton, Florida 34207.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of one (1) member, whose name and address is:

Marsha Miller  
2401 53rd Avenue West  
Bradenton, Florida 34207

ARTICLE VII - CAPITAL STOCK

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of one (\$1.00) dollar. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator and the number of shares they agree to take are as follows:

Marsha Miller                      100 shares  
2401 53rd Avenue West  
Bradenton, Florida 34207

ARTICLE IX - CORPORATE OFFICERS

The initial officers of the corporation and their addresses are as follows:

Marsha Miller	President/Vice President
2401 53rd Avenue West	Secretary/Treasurer
Bradenton, Florida 34207	

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended, changed, altered or repealed as set forth in the Bylaws of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 28th day of February, 2001.

Marsha Miller  
MARSHA MILLER

STATE OF FLORIDA  
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, a duly authorized officer in the State and County aforesaid to take acknowledgments, personally appeared MARSHA MILLER, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form(s) of identification of the above named persons: personally Known, and that an oath (was) (was not) taken.

Witness my hand and official seal in the County and State last aforesaid this 28 day of February, 2001.



Susan E. Kimball  
NOTARY PUBLIC/STATE OF FLORIDA

Susan E Kimball  
Printed Name of Notary Public

(Notary Public Rubber Stamp Seal)

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01 MAR -5 AM 10:54  
STATE  
FLORIDA

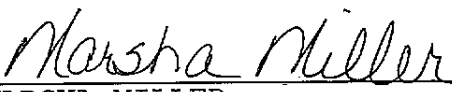
CERTIFICATE OF DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following submitted in compliance with said Act:

That El Cheapo Rides, Inc., is seeking to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 2401 53rd Avenue West, Bradenton, Florida 34207, County of Manatee, State of Florida, has named Marsha Miller, 2401 53rd Avenue West, Bradenton, Florida 34207, 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.

  
MARSHA MILLER  
Registered Agent