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March 12, 2001

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

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: **D. R. MAGIC ENTERPRISES, INC.**
OUR FILE NO.: CP01-26


Gentlemen:

Enclosed herein please find certificate of incorporation for **D. R. MAGIC ENTERPRISES, INC.**, together with our trust account check in the amount of \$78.75 to cover the filing fee. Please furnish the undersigned with a certified copy of same.

Thank you for your assistance.

Very truly yours,

JOHN J. MURPHY III, P.A.


John J. Murphy
JJM/am
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

D. R. MAGIC ENTERPRISES, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is **D. R. Magic Enterprises, Inc.**

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 2340 N. 58th Terrace, Hollywood, Florida 33021.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To design, manufacture, buy and sell, and import and export supplies and accessories for automobiles, automobile trucks, and tractors of every make, to repair, reconstruct, paint, and overhaul automobiles, automobile trucks, and tractors of all kinds and makes.

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2. To sell, market and lease new and used automobiles; to repair and service automobiles, and to sell accessories, tires, gasoline and oil and other goods and services incidental to the selling of new and used automobiles.

3. To buy or lease real estate and erect thereon a building or buildings for the storage of automobiles, automobiles trucks and tractors, or to buy or lease a building or buildings for that purpose, and to engage in the business of storing by the hour, day, week, month, or year, automobiles, automobiles trucks, and tractors.

4. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the proceeding business.

5. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one hundred. Such shares shall be of a single class, and shall have no par value.

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is and the name of its initial registered agent at such address is 2340 N. 58th Terrace, Hollywood, Florida 33021; Registered Agent: Dennis R. Magic.

ARTICLE SEVEN

DIRECTORS

The number of directors constituting the corporation's initial board of directors is one. The name and address of each person who is to serve as a member of the initial board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
Dennis R. Magic	2340 N. 58 th Terrace Hollywood, Florida 33021

ARTICLE EIGHT
INCORPORATORS

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Dennis R. Magic	2340 N. 58 th Terrace Hollywood, Florida 33021

ARTICLE NINE
NAMES AND ADDRESSES OF SUBSCRIBERS

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Dennis R. Magic	2340 N. 58 th Terrace Hollywood, Florida 33021	100

Executed by the undersigned on the ____ day of _____, 2001.

WITNESSES:

Printed Name John J. Murphy

Dennis R. Magic

State of Florida

County of Broward

I hereby certify that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared before me Dennis R. Magic, who is personally known to me or produced _____ as identification.

Notary Public



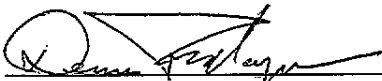
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF FS § 607.0501 or FS § 617.0501, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is **D. R. Magic Enterprises, Inc.**

2. The name and address of the registered agent and office is Dennis R. Magic, 2340
N. 58th Terrace, Hollywood, FL 33021.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Dennis R. Magic

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