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ACCOUNT NO. : 072100000032

REFERENCE : 191155 81229A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
2001 JUN 19 PM 1:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : June 19, 2001

ORDER TIME : 11:18 AM

ORDER NO. : 191155-005

CUSTOMER NO: 81229A

CUSTOMER: Sharon B. Logan, Esq
Sharon B. Logan, P.a.

Post Office Box 4258

Ormond Beach, FL 32175-4258

100004430331--0

-06/19/01--01082--003

157.50 **78.75

DOMESTIC FILING

NAME: SEABRIDGE AUTO SALES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

RECEIVED
01 JUN 19 PM 12:10
DIVISION OF CORPORATION

JW 6/19/01

SHARON B. LOGAN, P.A.
ATTORNEY AT LAW
180 VINING COURT
POST OFFICE BOX 4258
ORMOND BEACH, FLORIDA 32175-4258

SHARON B. LOGAN
FLORIDA BAR CERTIFIED
REAL ESTATE LAWYER

TELEPHONE (904) 673-5787
FAX (904) 673-2496

June 18, 2001

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32301

RE: Seabridge Auto Sales, Inc.

Dear Sirs:

I am enclosing herewith the original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$78.75 is enclosed, which represents the filing fee and charge for a certified copy.

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned.

Very truly yours,

A handwritten signature in cursive script that reads "Sharon B. Logan /sdl".

Sharon B. Logan

SBL:sdh
Enc.

FILED
2001 JUN 19 PM 1:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
SEABRIDGE AUTO SALES, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME AND PRINCIPAL LOCATION

The name of this corporation is "Seabridge Auto Sales, Inc." The principal location of the corporation is 376 South Yonge Street, Ormond Beach, Florida, 32174.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature and purposes of the business to be transacted, promoted and carried on by the corporation are as follows: sale of vehicles and engaging in any act, duties, or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of common class, at One Dollar (\$1.00) par value.

ARTICLE V - CAPITAL STRUCTURE: Subchapter S Corporation

This corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten (10) persons. The stock shall be issued and transferrable only to natural persons who are not non-resident aliens.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 376 South Yonge Street, Ormond Beach, Florida, 32174. The name of the initial registered agent at that address is Ronald R. Evans.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

NAME

ADDRESS

Ronald R. Evans

376 South Yonge Street
Ormond Beach, Florida 32174

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these Articles of Incorporation is:

Ronald R. Evans, 376 South Yonge Street, Ormond Beach, Florida 32174.

ARTICLE IX - POWERS

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


ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or any former officer to the full extent permitted by Law.

ARTICLE XI - AMENDMENT

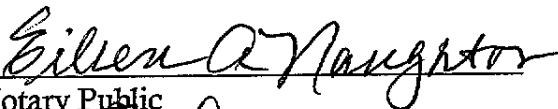
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
of Incorporation, this 15 day of June, 2001.


RONALD R. EVANS
Incorporator

STATE OF New Jersey
COUNTY OF Monmouth

The foregoing instrument was acknowledged before me this 15 day of June,
2001, by Ronald R. Evans, who is personally known to me or who has produced
#E9529-66879-09542 as identification, and who executed the foregoing instrument
and he acknowledged before me that he executed the same for the purposes therein
expressed as his act and deed.


Notary Public
State of New Jersey
My commission expires: 5/3/03

EILEEN A. NAUGHTON
Notary Public State of New Jersey
My Commission Expires May 3, 2003

ARTICLES OF INCORPORATION

OF

SEABRIDGE AUTO SALES, INC.

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2001 JUN 19 PM 1:55

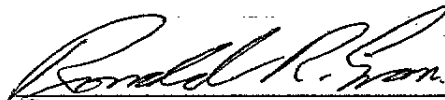
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation of Registered Agent for
Seabridge Auto Sales, Inc., having its registered office at 376 South Yonge Street, Ormond
Beach, Florida, 32174.

The acceptance shall be effective upon the filing of the Articles of Incorporation of
said corporation.

Dated: 6/15/01



RONALD R. EVANS
Registered Agent

STATE OF New Jersey
COUNTY OF Monmouth

The foregoing instrument was acknowledged before me this 15 day of June,
2001, by Ronald R. Evans, who is personally known to me or who has produced NO LICENSE
#E9529-64879-09542 as identification, and who executed the foregoing instrument
and he acknowledged before me that he executed the same for the purposes therein
expressed as his act and deed.



Notary Public
State of New Jersey
My commission expires: 5/3/03

EILEEN A. NAUGHTON
Notary Public State of New Jersey
My Commission Expires May 3, 2003