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DERFEL-KOWALSKI ASSOCIATES, P. A.
Attorneys at Law

Post Office Box 68
Daytona Beach, Florida 32115-0068

386/239-6800

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 13, 2001

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

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RE: Articles of Incorporation of TOM'S MOTORS OF
BARBERVILLE, INC.

Dear Sir or Madam,

I am herewith enclosing an original and one copy of the Article of Incorporation for the above-named corporation. In addition, I enclose our check in the amount of \$78.75 which represents the following fees:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Certified Copy	\$ 8.75
TOTAL	\$78.75

Please file same and return the certified copy to the undersigned.

Your prompt attention to this matter is appreciated.

Sincerely,



B. R. Derfel, Esq.

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
TOM'S MOTORS OF BARBERVILLE, INC.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be TOM'S MOTORS OF BARBERVILLE, INC.

ARTICLE II. PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are all lawful business activities allowed under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 200 shares of common stock at \$10.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

ARTICLE IV. DURATION

The corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT

The address of this corporation's initial registered agent office is: 1651 South Palmetto Avenue, South Daytona, Florida, 32119. The name of the initial registered agent at said address is B. R. Derfel.

ARTICLE VI. INCORPORATOR

The name and address of the Incorporator are as follows: Ronald E. Kowalski, Post Office Box 68, Daytona Beach, Florida, 32115-0068.

ARTICLE VII. BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of two persons. The number of Directors may be increased or decreased from time to time by a resolution of a majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are: Thomas J. Hughes and Ronald E. Kowalski

Post Office Box 68, Daytona Beach, Florida, 32115-0068.

ARTICLE VIII. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XI. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing corporations.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida this 29th day of October, 2001.


Ronald E. Kowalski, Incorporator

STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared RONALD E. KOWALSKI, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF I have hereunto set my hand and seal
at Daytona Beach, Volusia County, Florida, this 29th day of
October, 2001.

Blumie R. Derfel
Notary Public

My Commission Expires:



Blumie R Derfel
My Commission CC750393
Expires July 17, 2002

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That TOM'S MOTORS OF BARBERVILLE, INC., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation as Post Office Box 68, Daytona Beach, Florida, 32115-0068, has named B. R. Derfel, as its registered agent to accept service of process within the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation, at the place designated on this certificate, to wit: 1651 South Palmetto Avenue, Daytona Beach, Florida, 32119, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.


Registered Agent