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William Tumblin & Associates, Inc.

325 Indian River Avenue
Titusville, Florida 32796

Telephone: (321) 268-1108
Fax: (321) 268-8823

February 1, 2002

EFFECTIVE DATE

02/01/02

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****122.50 *****78.75

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

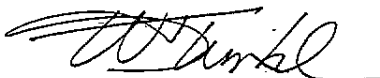
Re: KLM AUTO SALES, INC.

Dear Sirs,

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$ 122.50.

Should you have any questions, please call.

Sincerely,


William D. Tumblin

FILED
02 FEB -4 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS
2/7/02

ARTICLES OF INCORPORATION

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OF

KLM AUTO SALES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby subscribe to these Articles of Incorporation, under and by virtue of the laws of the State of Florida, for the purpose of becoming a corporation, under and pursuant to the following Articles.

EFFECTIVE DATE

02/01/02 ✓

ARTICLE I.

The name of the corporation shall be:

KLM AUTO SALES, INC.

ARTICLE II.

The general nature of the business to be transacted by the corporation shall be as follows:

Sales of used vehicles and any and other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

The corporation may otherwise do any lawful act not prohibited by law including the provisions hereinafter enumerated in Article X of this charter.

ARTICLE III.

The maximum number of shares of stock that the corporation is authorized to have outstanding in any one time shall be Five Hundred of the par value of One Dollar (\$1.00) per share all of which shall be common stock of the same class. All stock issued shall be fully paid and non-assessable.

ARTICLE IV.

The amount of capital with which this corporation will begin business shall be in the sum of Five Hundred dollars (\$500.00).

ARTICLE V.

The corporation shall be effective February 1, 2002 and shall have perpetual existence.

ARTICLE VI.

The principal office of the corporation is 3408 Elder Street, Titusville, FL 32796 . The board of Directors may from time to time, move principal office to any other address.

ARTICLE VII

The initial number of directors of this corporation shall be two (2) provided however, that the number of directors may be increased, from time to time, to not more than five (5) nor less than one (1) by provisions of the By-Laws adopted by the stockholders.

ARTICLE VIII.

The names and post office addresses of the members of the first Board of Directors and Officers, who, subject to the provisions of the By-Laws of these Articles of Incorporation shall hold office for the first annual meeting of the stockholders of the corporation or until their successors are elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Kathy L. Marshall	President Incorporator	3408 Elder Street Titusville, FL 32796
William F. Marshall	Vice President	3408 Elder Street Titusville, FL 32796

ARTICLE IX.

The street address of the initial registered office of the corporation and the name of its initial registered agent at such address is: 3408 Elder Street, Titusville, FL 32796. I, Kathy L. Marshall do hereby accept the position of REGISTERED AGENT.

Kathy L. Marshall
KATHY L. MARSHALL
REGISTERED AGENT

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02 FEB - 4 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X.

The business of the corporation shall be managed, controlled and conducted by a Board of Directors and by a President, Secretary and Treasurer. Any person may hold one or more offices, except that the President shall not also be the Secretary. The Directors shall be chosen annually after the first year of the existence of the corporation by the stockholders, at the annual meeting of the stockholders.

The number of Directors and their terms of office and manner of election, as well as their duties, shall be prescribed by the By-Laws. The officers shall be elected by the Board of Directors.

A majority of the Directors present at any meeting, duly and regularly called, shall constitute a quorum, and a majority vote of Directors present shall control.

The annual meeting of the stockholders shall be held at the time and place which shall be set forth in the By-Laws of the corporation.

ARTICLE XI

The Board of Directors shall have full power and authority to fix the price for, and to fix limitations upon, the issuance of all stock certificates and for the sale of all stock. All payments for stock shall be payable in lawful money of the United States of America; provided, however, that any designated portion of stock shall be made payable in property, labor or services at a just valuation, to be fixed by the incorporators or by the Directors at a meeting called for such purpose. Property, labor or services may also be purchased or paid for with capital stock at a just valuation of such property, labor or services, to be fixed by

the Directors of the corporation at a meeting called for such purpose. All stock issued shall be fully paid and non-assessable. Stock shall be transferrable only in the manner prescribed in the By-Laws of the corporation and every person becoming a stockholder by such transfer shall, in proportion to his stock, succeed to all the rights and liabilities of the prior holder. The By-Laws of the corporation shall include provisions governing the issuance of stock certificates to replace lost or destroyed certificates.

Immediately after the adjournment of the annual meeting of the stockholders, the Directors shall hold their annual meeting for the election of officers and such other business as may properly come before the meeting. Meetings of the stockholders and meetings of the Board of Directors of this corporation may be held within or without the State of Florida. This corporation may have such other places of business besides the principal place of business, either within or without the State of Florida, as may be deemed desirable.

The amount of indebtedness or liability to which this corporation may at any time subject itself shall be unlimited.

This corporation shall adopt an appropriate seal, and shall adopt By-Laws for the government of its affairs, not inconsistent with the Articles of Incorporation and the laws of the State of Florida, which may be amended or repealed as provided in said By-Laws.

IN WITNESS WHEREOF, the subscribers hereto have set their hands and seals this 1ST day of FEBRUARY, 2002, for the purpose of forming this corporation under the laws of the State of Florida, and hereby make, subscribe, acknowledge and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

Signed, sealed and delivered
in the presence of:

[Signature]

Donald Judeman

Kathy L. Marshall
KATHY L. MARSHALL
Incorporator

STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE ME personally appeared Kathy L. Marshall, personally known to me, who executed the foregoing instrument, and acknowledged to and before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
this 1ST day of FEBRUARY, 2002.

[Signature]

Notary Public, State of Florida
MY COMMISSION EXPIRES:



W. D. Tumblin
MY COMMISSION # DD075306 EXPIRES
November 29, 2005
BONDED THRU TROY FAIN INSURANCE, INC.