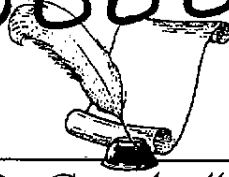


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Jacquelyn R. Campbell, C.P.A., P.A.

Certified Public Accountant

March 11, 2002

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

400005113084--3
-03/18/02--01046--007
*****78.75 *****78.75

Gentlemen:

Enclosed are Articles of Incorporation for:

B. L. & Son Automotive, Inc.
23124 SR 54, Suite 113
Lutz, FL 33549

Also enclosed is a check for \$78.75, payable to the Division of Corporations, in payment of filing fees, a certified copy and designation of a registered agent.

Respectfully,

Jacquelyn R. Campbell
Jacquelyn R. Campbell

JRC/dt
Enclosures

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 18 PM 12:25

W2 8190

ARTICLES OF INCORPORATION

of

B. L. & SON AUTOMOTIVE, INC.

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of the corporations for profit.

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be:

B. L. & SON AUTOMOTIVE, INC.

The principal place of business of this corporation shall be:

**23124 SR 54, Suite 113
Lutz, FL 33549**

ARTICLE II - PERIOD OF DURATION

The period of duration of this corporation is perpetual, commencing on the date of execution and acknowledgment of these articles or the earliest date allowable by the division of corporations, unless dissolved according to law.

ARTICLE III - PURPOSE

The purpose for which this corporation is organized is to engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The corporation shall have the authority to issue 7000 shares of \$1.00 par value common stock. Stock shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 18 PM 12:25

ARTICLE V - REGISTERED AGENT

The name and address of the initial registered agent of this corporation is:

**Bruce Benjamin
23124 SR 54, Suite 113
Lutz, FL 33549**

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have **ONE** director, initially, and the number of directors may be increased or decreased by amendment of the by laws of the corporation but shall in no case be less than one.

The name and street address of the member of the initial board of directors is as follows:

**Bruce Benjamin
23124 SR 54, Suite 113
Lutz, FL 33549**

ARTICLE VII - INCORPORATORS

The name and street address of the member of the initial subscribers signing these articles is as follows:

**Bruce Benjamin
23124 SR 54, Suite 113
Lutz, FL 33549**

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal by laws shall be vested in the Board of Directors and the Shareholders.

A special meeting of the shareholders shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and the adoption of the bylaws.

ARTICLE IX - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person in the amount set opposite of his name:

Bruce Benjamin

100 shares

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

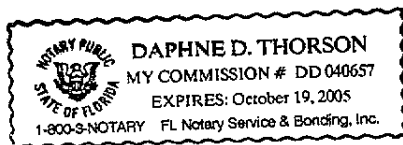
In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation this 6 day of March, 2002.


Bruce Benjamin

State of Florida
County of Pasco

BEFORE ME, the undersigned authority, personally appeared **Bruce Benjamin** being duly sworn, says that he is the individual described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this
6th day of MARCH, 2002.



Daphne D Thorson
Notary Public, State of Florida

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida:


B. L. & SON AUTOMOTIVE, INC.

The name and address of the registered agent and office is:

**Bruce Benjamin
23124 SR 54, Suite 113
Lutz, FL 33549**

Acknowledgment:

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 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 obligation of my position as registered agent.



Bruce Benjamin

3/6/02

Date

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 18 PM 12:25