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September 3, 2002

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

300007513693--4
-09/04/02--01044--008
*****78.75 *****78.75

Re: Incorporation of Quality Pre-Owned Vehicles, Inc.

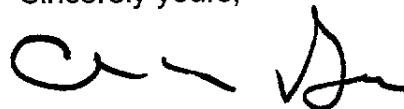
Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for Quality Pre-Owned Vehicles, Inc., along with our check in the amount of \$78.75 for the filing fee.

Please return a stamped copy to our office in the self-addressed envelope that has been provided for your convenience.

Should you have any questions or comments, please do not hesitate to call.

Sincerely yours,



Charles H. Burns

CHB/Jjr

Enclosures

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02 SEP -4 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gic/g

ARTICLES OF INCORPORATION
OF
QUALITY PRE-OWNED VEHICLES, INC.

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Chapter 607, of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation shall be:

QUALITY PRE-OWNED VEHICLES, INC.

ARTICLE TWO

This Corporation shall exist in perpetuity commencing on the date of the filing of these Articles of Incorporation by the Secretary of State.

ARTICLE THREE

This corporation is organized for the purpose of engaging in every aspect and phase of selling automobiles and furthermore to engage in every transaction of any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

The aggregate number of shares which this corporation is authorized to issue shall be **ONE HUNDRED**. Such shares shall be of a single class and shall have a par value of ONE DOLLAR per share, which shall be designated "Common Shares".

ARTICLE FIVE

The holders of record of the Common Shares shall be entitled to cash dividends when and as declared by the Board of Directors in the resolution authorizing such cash dividends.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE SIX

The name of the initial registered agent of this corporation is

JOHN C. HORTON, SR.

The address of the initial registered office of this corporation is:

1643 S.W. MACEDO BLVD., UNIT H
PORT ST. LUCIE, FL 34984

The principal office of the corporation is the same as registered office.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of this corporation shall be three. The number of directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the persons who are to serve as members of the initial Board of Directors is as follows:

JOHN C. HORTON
111 BAYBERRY CIRCLE
JUPITER, FL 33458

BARBARA J. SCIOLI
1205 A N.W. Bentley Circle
Port St. Lucie, FL 34986

VANCE J. SCIOLI
1205 A N.W. Bentley Circle
Port St. Lucie, FL 34986

ARTICLE EIGHT

The name and address of the incorporators are as follows:

JOHN C. HORTON
111 BAYBERRY CIRCLE
JUPITER, FL 33458

BARBARA J. SCIOLI
1205 A N.W. Bentley Circle
Port St. Lucie, FL 34986

VANCE J. SCIOLI
1205 A N.W. Bentley Circle
Port St. Lucie, FL 34986

ARTICLE NINE

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE TEN

The affirmative vote of two-thirds of the shares of this corporation, represented at a meeting at which a quorum is present, shall be required to amend these Articles of Incorporation so as to increase or decrease the authorized number of shares, or change the designations, preferences, qualifications, limitations and restrictions; or to merge or consolidate the corporation with or into any other corporation; or to sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

ARTICLE ELEVEN

This corporation will indemnify any person who was or is a party or is threatened to be made a party to any suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses, judgments, and amounts paid in settlement incurred by him or her in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties.

John C. Horton Sr.
JOHN C. HORTON, SR.

Barbara J. Scioli
BARBARA J. SCIOLI

Vance J. Scioli
VANCE J. SCIOLI

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 3rd day of September, 2002, by JOHN C. HORTON, SR., BARBARA J. SCIOLI and VANCE J. SCIOLI, in the County and State set forth above, and they are personally known to me or produced a Driver License as identification and did/did not take an oath.



Charles H. Burns
Notary Signature

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am a permanent resident of Palm Beach County, Florida, my address of which is (use corporate address here) 1643 S.W. MACEDO BLVD., UNIT H, PORT ST. LUCIE, FL 34984, I hereby accept the foregoing designation of Registered Agent for QUALITY PRE-OWNED VEHICLES, INC.

Dated at Jupiter, Palm Beach County, Florida on this 3rd day of September, 2002.

John C. Horton Sr.
JOHN C. HORTON, SR.