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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

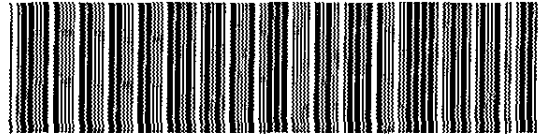
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EFFECTIVE DATE
11-1-02

02 OCT 25 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

PINELLAS TAX & ACCOUNTING SERVICE INC.

152 8th Avenue SW

Suite B-1

Largo, Florida 33770

(727) 581-5557

Fax 581-5305

PinTax@TampaBay.rr.com

October 22, 2002

FLORIDA DEPARTMENT OF STATE

Division of Corporations

New Filing Section

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Tallahassee FL 32314-6327

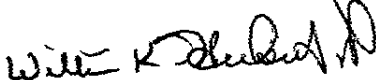
Dear Division of Corporations:

Enclosed is an application for Ms. Mary Karla Passaris and check number 50582 for \$87.50 made payable to the Department of State.

Please send me the completed Articles of Incorporation for **BRENTWOOD MOTOR CARS, INC.** to my attention at the above address.

If you have any questions regarding this application, please call. Thank you for your anticipated cooperation.

Sincerely,



William K. Herkert III
President

cc: Ms. Mary Karla Passaris

**ARTICLES OF INCORPORATION
OF
BRENTWOOD MOTOR CARS, INC.**

ARTICLE I. NAME

The name of the corporation is Brentwood Motor Cars, Inc.

FILED
02 OCT 25 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II. COMMENCEMENT AND DURATION

The Corporation's existence shall commence on November 1, 2002. The Corporation's
duration shall be perpetual.

EFFECTIVE DATE
11-1-02

ARTICLE III. PURPOSE

The Corporation is being formed for the purposes of engaging in the transaction of any
and all business activities permitted under the laws of Florida and the United States of
America.

ARTICLE IV. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at
any one time is:

One Thousand (1,000) shares.

**The shares will be issued in accordance with Code section 1244 of the
Internal Revenue Code.**

Prepared by:
Pinellas Tax & Accounting Service
152 8th Avenue SW
Suite B-1
Largo, FL 33770
Tel. 727-581-5557

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one (1).
The number of directors may be increased or decreased from time to time, as provided in
this corporation's bylaws, but shall never be less than one (1).

ARTICLE VI. INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee, or agent, and any
former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS OF THE CORPORATION

The address of the Corporation's initial registered office and Corporation's mailing
address is:

1580 Elizabeth Lane
Clearwater, Florida 33755

The name of the individual who shall serve as the Corporation's initial registered agent at
that address is: Mary Karla Passaris

ARTICLE VIII. INCORPORATOR

The name and address of the Corporation's incorporator is:

Mary Karla Passaris
1580 Elizabeth Lane
Clearwater, FL 33755
727-467-4398

ARTICLE IX. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions in these Articles or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ARTICLE X. BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors.

ARTICLE XI. INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in the Florida Business Corporation Act.

The undersigned has executed these Articles of Incorporation
on this 21 day of OCTOBER, 2002.

Mary K Passaris
Mary Karla Passaris, Incorporator

ACCEPTANCE

Having been named as the registered agent, to accept service of process, within the State of Florida, at the registered office address indicated above, for Brentwood Motor Cars, Inc. I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of Brentwood Motor Cars, Inc. I am familiar with and accept the obligations provided for under Florida law.

Mary K Passaris
Mary Karla Passaris
Registered Agent

Dated 10-21-02

FILED
02 OCT 25 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA