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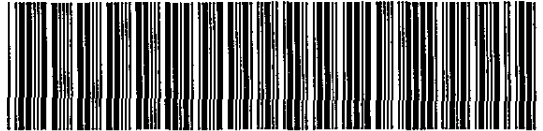
(Business Entity Name)

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October 25, 2002

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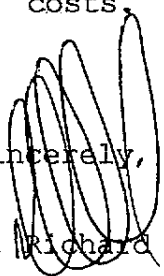
DEPT. OF STATE
TALLAHASSEE FLORIDA

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

Dear Sir or Madam:

Kindly accept the enclosed articles of incorporation for filing, along with a check to cover costs. Kindly forward the notice to the above address.

Sincerely,


M. Richard Mellon, J.D.

encls

ARTICLES OF INCORPORATION
OF
Motorcars of Florida, Inc.

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CLERK OF STATE
TALLAHASSEE FLORIDA

The Undersigned person, acting as incorporator for the purpose of forming a stock business corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation shall be:

Motor Cars of Florida, Inc.

ARTICLE II
COMMENCEMENT AND DURATION

The commencement of the corporation's existence shall be at the time of filing these Articles of Incorporation by the Department of State. The corporation's duration shall be perpetual.

ARTICLE III
GENERAL NATURE OF BUSINESS

The purpose of this Corporation is to transact any and all lawful businesses for which corporations may be incorporated under Chapter 607 Florida Statutes, and the laws of the United States of America.

ARTICLE IV
INITIAL CAPITALIZATION

The total amount of initial capitalization of this corporation shall be \$1,000.00.

**ARTICLE V
CAPITAL STOCK**

The total number of shares of common capital stock that this corporation is authorized to issue is 1200 shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VI
PRINCIPLE OFFICE & INITIAL REGISTERED OFFICE AND AGENT**

The address of the corporation's principle office and the address of the registered agent is:

3427 Exchange Avenue
Naples, FL 34104.

The initial registered agent for this corporation is:

Timothy J. Petkovich

**ARTICLE VII
PREEMPTIVE RIGHTS AND TRANSFER RESTRICTIONS**

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already hold, shall have the preemptive right to purchase their pro rata share thereof at the same price at which it is offered to others.

No shareholder shall have the right to sell, assign, pledge, transfer, encumber, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing and signed by the shareholder, sent by registered or certified mail to the corporation at its registered office address. The offer shall remain open for 20 days from the date of receipt thereof. However, nothing in this paragraph shall change the initial, pro rata share of ownership, of the initial shareholders, as set forth by the Board of Directors and the Incorporators.

On the death of any shareholder, the corporation shall have the right to purchase any shares of the capital stock held by the shareholder prior to their death. This provision shall be binding upon the heirs, administrators, and personal representative of the shareholder.

**ARTICLE VIII
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the individual who will serve as the
incorporator is:

Timothy J. Petkovich 387 Burnt Pine Drive
Naples, FL 34119

**ARTICLE IX
DIRECTORS**

The Corporation shall have three directors initially. The number shall be fixed by the bylaws and may be changed from time to time, but shall never be less than one. The names and addresses of each individual who will serve as a members of the initial Board of Directors:

Timothy J. Petkovich 387 Burnt Pine Drive
Naples, FL 34119

Scott Edward Whitcomb 788 Park Shore Dr. Unit H-12
Naples, FL 34103

John R. Little 180 Edgemere Way South
Naples, FL 34105

**ARTICLE X
INDEMNIFICATION**

The corporation shall indemnify any officer, director, employee,
or agent, to the extent permitted by law.

**ARTICLE XI
AMENDMENT**

The corporation reserves the right to amend or repeal any provision in these articles of incorporation. Any rights conferred upon the shareholders shall be subject to this reservation. However, nothing in this paragraph shall be construed to amend or allow the pro rata share of ownership as between the initial shareholders to be amended or changed.

IN WITNESS THEREOF, the undersigned subscriber, incorporator has executed these Articles on the 22 day of October, 2002.

Timothy J. Petkovich
Timothy J. Petkovich

I certify that all the facts stated in these Articles of Incorporation are true and correct and are made for the purpose of forming a business corporation under the Laws of the State of Florida.

October 22, 2002

Timothy J. Petkovich
Timothy J. Petkovich

I acknowledge my appointment as registered agent of this Corporation and accept the appointment.

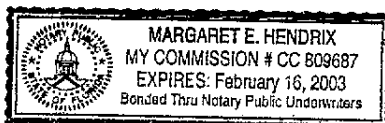
October 22, 2002

Timothy J. Petkovich
Timothy J. Petkovich
Registered Agent

State of Florida }
County of Collier }

The foregoing instrument was acknowledged before me this 22nd day of October, 2002 by Timothy J. Petkovich incorporator and registered agent.

Margaret E. Hendrix
Notary Public



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