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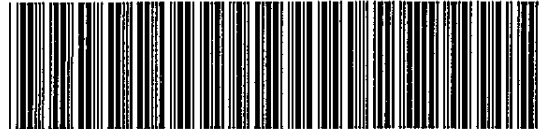
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February 4, 2004

Florida Secretary of State  
Division of Corporations  
Corporate Filing Department  
409 East Gaines Street  
Tallahassee, Florida 32339

**VIA FEDERAL EXPRESS**


RE: Motorcars of Florida, Inc.

Ladies and Gentlemen:

With regard to the above referenced corporation, I enclose the Amended and Restated Articles of Motorcars of Florida, Inc. for filing. Also enclosed is a check in the amount of \$43.75 representing filing and certified copy fees for the same. Please return the certified copy to this office in the envelope provided.

Should you have any questions, please do not hesitate to contact this office.

Sincerely,

  
Nan Crawford  
Assistant to Matthew L. Grabinski, Esq.

/nc  
Encl.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MOTORCARS OF FLORIDA, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation hereby amends and restates its Articles of Incorporation in their entirety. These amended and restated Articles of Incorporation were adopted on January 28, 2004. These amended and restated Articles of Incorporation were adopted by the Board of Directors without Shareholder action and Shareholder action was not required.

ARTICLE I

Corporate Name and Address

The name of the Corporation is Motorcars of Florida, Inc., and the street address of the Corporation is 3427 Exchange Avenue, Naples, Florida 34104.

ARTICLE II

Corporate Purposes

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares that the Corporation is authorized to issue is Ten Thousand (10,000), all of which are to be voting common stock having a par value of One Cent (\$.01) per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be Goodlette, Coleman & Johnson, P.A., 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103. The name of the initial registered agent of the Corporation at the registered office shall be Matthew L. Grabinski.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of one (1) person. The Directors shall be elected annually, in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one (1). The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

Timothy J. Petkovitch	387 Burnt Pine Drive Naples, Florida 34119
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ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

Timothy J. Petkovitch	387 Burnt Pine Drive Naples, Florida 34119
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ARTICLE VII

Commencement of Existence

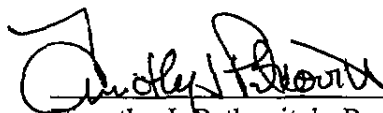
The Corporation commenced on the date the original Articles of Incorporation were filed with the Florida Secretary of State (October 28, 2002).

ARTICLE VIII

Duration

The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the Corporation has caused its President to execute these Amended and Restated Articles of Incorporation, so that upon the filing hereof, the Articles of Incorporation shall be deemed amended and restated accordingly.



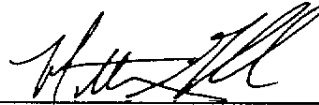
\_\_\_\_\_  
Timothy J. Petkovitch, President

ACCEPTANCE OF REGISTERED AGENT

FOR

MOTORCARS OF FLORIDA, INC., A FLORIDA CORPORATION

I, Matthew L. Grabinski, having signed the within as registered agent of MOTORCARS OF FLORIDA, INC., A FLORIDA CORPORATION, (the "Corporation") at the registered address of Goodlette, Coleman & Johnson, P.A., 4001 Tamiami Trail North Suite 300, Naples, Florida 34103, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.



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Matthew L. Grabinski  
REGISTERED AGENT