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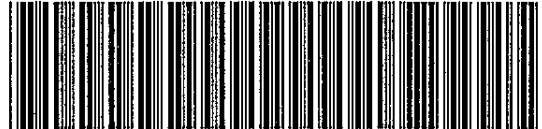
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Karen E. Wendzel

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November 14, 2002

Lee G. Kellison

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lkellison@lindellkellison.com

Jacqueline M. Holley

jholley@lindellkellison.com

The Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Tifton Cycles, Inc.

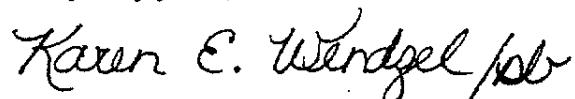
Dear Sir:

Enclosed you will find an original and one copy of the Articles of Incorporation and Certificate of Acceptance of Designation as Registered Agent, together with our check for \$78.75 to cover your charges as follows:

Filing Fee	\$ 35.00
Fee for Certified Copy of Articles of Incorporation	8.75
Fee for Filing Certificate of Registered Agent	<u>\$ 35.00</u>
Total	\$ 78.75

Please file the original Articles and Certificate of Registered Agent, certify the copy and return the certified copy to me. Should you need anything further in connection with this matter, please advise.

Very truly yours,



Karen E. Wendzel

KEW/sb

Enclosures

G:\WPDOCS\Interstate Honda\Sec State ltr re Tifton

ARTICLES OF INCORPORATION

OF

TIFTON CYCLES, INC.

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is Tifton Cycles, Inc. (the "Corporation"). The Corporation's initial principal office and mailing address are located at 580 SW Florida Gateway, Lake City, Florida 32024.

ARTICLE II

NATURE OF BUSINESS

The Corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares".

ARTICLE IV

TERM OF EXISTENCE

The term for which the Corporation shall exist shall be perpetual, commencing on the date of filing these Articles.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 NOV 18 AM 10:40

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation in the State of Florida is 12276 San Jose Boulevard, Suite 126, Jacksonville, FL 32223, and the name of the initial registered agent of this Corporation is J. Michael Lindell. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John G. Aldous	8244 Gemini Road Jacksonville, Florida 32216
Patricia A. Aldous	8244 Gemini Road Jacksonville, Florida 32216
Gregory E. Mackey	8209 Atlantic Boulevard Jacksonville, Florida 32211

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

NAME

ADDRESS

J. Michael Lindell

12776 San Jose Boulevard, Suite 126
Jacksonville, Florida 32223

ARTICLE VIII

AMENDMENTS

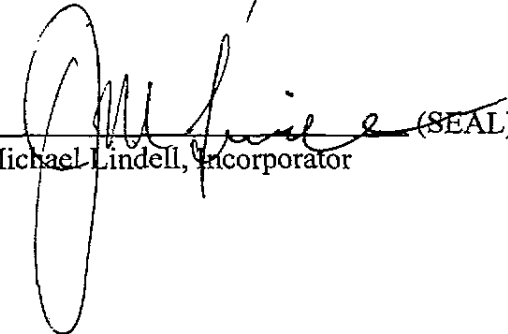
These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the Corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX

PRE-EMPTIVE RIGHTS

Each Shareholder, upon the issuance of any additional stock or other type of security of the Corporation which is either equitable in nature or convertible into any security of stock which is equitable in nature, shall have the right to purchase his pro rata share thereof at the price at which such stock or other security is offered to others, which price may be in excess of par.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, have hereunto set his hand and affixed his seal this 14 day of November, 2002.

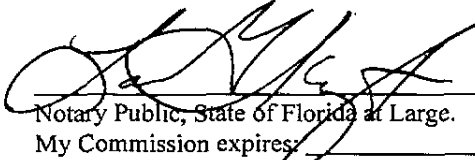
 (SEAL)
J. Michael Lindell, Incorporator

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, personally appeared J. Michael Lindell ☒ to me well known and known to me to be the individual described in or () who presented his drivers license or other identification _____ and who acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal this 14th day of November, 2002.


Notary Public, State of Florida at Large.
My Commission expires: _____

Type or Print name of notary

Commission No.



Laura G. Kennington
MY COMMISSION # CC953982 EXPIRES
October 14, 2004
BONDED THRU TROY FARM INSURANCE CO.

NOV 18 AM 10:40
DIVISION OF CORPORATIONS
SECRETARY OF STATE