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(Business Entity Name)

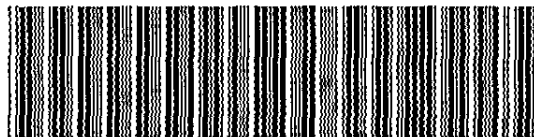
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ROBERTO R. RUELO*

ATTORNEY AT LAW
16409 ASHWOOD DRIVE
TAMPA, FLORIDA 33624-1152

813/963-7648

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*ALSO ADMITTED IN ILLINOIS

January 8, 2003

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

Re: Reconditioned Auto Sales

Sirs/Mesdames:

Enclosed for filing in duplicate are the articles of incorporation of the above-named entity, together with a check for \$122.50 for filing fee, registered agent's fee, and certified copies fee.

The name "Reconditioned Auto Sales" is a fictitious name (Document No. G01353900045) owned by Jose E. Villanueva, one of the incorporators of the proposed corporation bearing the same name. By his signature on the attached articles of incorporation, Mr. Villanueva is agreeing and consenting to the use of said fictitious name by the proposed corporation. In any event, he is herewith filing an application for cancellation of said fictitious name so it can be freely used by the proposed corporation.

Should you need further information or document in connection with this filing, please let me know. Thank you.

Sincerely,


Roberto R. Ruelo

Enclosures

cc: Valentin B. Blanco (w/ encls.)

ARTICLES OF INCORPORATION
OF
RECONDITIONED AUTO SALES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be RECONDITIONED AUTO SALES, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized is to engage in reconditioning and sale of motor vehicles and/or to transact any or all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III - AUTHORIZED SHARES

The number of shares which the corporation is authorized to issue is One Hundred (100) shares of common stock. Such shares shall be of a single class and shall have a par value of One Thousand Dollars (\$1,000.00) per share.

ARTICLE IV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights pursuant to Section 607.0630, Florida Statutes, as now or hereafter amended.

ARTICLE V - RESTRICTIONS ON TRANSFER OF SHARES

No issued shares of the corporation shall be sold, transferred, pledged, encumbered or in any other way disposed of to any person unless a prior opportunity to acquire such shares is offered to the other shareholders in accordance with any written agreement between the shareholders as to restrictions on transfer of shares.

ARTICLE VI - INDEMNIFICATION

The officers, directors, employees, and agents of the corporation shall be indemnified by the corporation in such cases as now or hereafter provided in Section 607.0850, Florida Statutes.

ARTICLE VII - PRINCIPAL OFFICE;
INITIAL REGISTERED AGENT AND ADDRESS

The principal office or mailing address of the corporation is 9005 N. Nebraska Avenue, Tampa, Florida 33604, or such office or address as the Board of Directors may, from time to time, determine. The street address of its initial registered agent is 7819 North 53rd Street, Tampa, Florida 33617-8100, and the name of its initial registered agent at such address is VALENTIN B. BLANCO.

ARTICLE VIII - INITIAL DIRECTORS; INCORPORATORS; SHAREHOLDERS

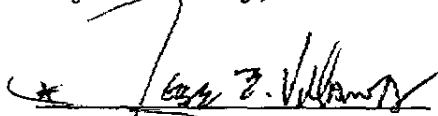
The corporation shall have three directors initially. The number of the directors may be increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors and incorporators are:

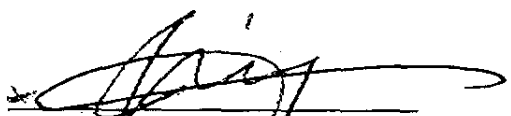
JOSE E. VILLANUEVA	418 San Jose Drive, Dunedin, FL 34698
JEREMIAS M. SABORNIDO	2111 Anastasia Way South, St. Petersburg, FL 33712
VALENTIN B. BLANCO	7819 N. 53rd Street, Tampa, FL 33617-8100

ARTICLE IX - BYLAWS

The power to adopt or amend the Bylaws shall be vested in the Board of Directors.

The undersigned has executed these Articles of Incorporation this 28th day of January, 2003.


JOSE E. VILLANUEVA


JEREMIAS M. SABORNIDO


VALENTIN B. BLANCO

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida: The name of the corporation is RECONDITIONED AUTO SALES, INC.; the name and address of the registered agent are VALENTIN B. BLANCO of 7819 North 53rd Street, Tampa, Florida 33617-8100.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: X 01-08-03, 2003.


VALENTIN B. BLANCO
Registered Agent