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PICK-UP WAIT MAIL

(Business Entity Name)

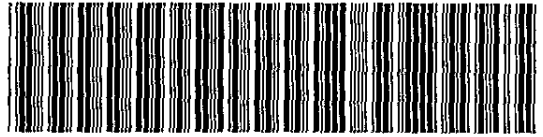
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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TRANSMITTAL LETTER

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

SUBJECT: Morrow Auto Sales, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Matthew Robert Morrow
Name (Printed or typed)

4945 Dian Wood Dr. E.
Address

Jacksonville FL 32210
City/State & Zip

(904) 573-2248
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
MORROW AUTO SALES, INC.,
A Florida corporation

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TALLAHASSEE FLORIDA

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In compliance with chapter 604 and/or chapter 621, F.S. (Profit):

Article I Name

The name of the corporation is Morrow Auto Sales, Inc.

Article II Principal Office

The principal place of business of the corporation shall be 4945 Dian Wood Dr. E., Jacksonville, Duval County, Florida, 32210. The mailing address of the corporation shall be P.O. Box 14778, Jacksonville, Florida 32238.

Article III Purpose

The purpose for which the corporation is organized is to engage in any lawful acts or activities for which corporations may be organized under the laws of Florida; specifically including, but not limited to:

To engage and transact business as an independent dealer of motor vehicles and all other business not forbidden by law;

To buy, sell, and deal in motor vehicles, goods, wares, merchandise, and personal property of every kind;

To the same extent as natural persons could do, to acquire, construct, maintain, develop, improve, rent, use, mortgage, and dispose of real property and interests, estates, and rights therein;

To act as agent or representative, in any capacity, and to perform services for others; to acquire, own, and dispose of rights, privileges, permits, and franchises convenient for any purposes of its business;

To aid in any manner any corporation, association, firm, or individual, any of whose securities, evidences of indebtedness, obligations, or the welfare of which, the Corporation shall have any interest, and to guarantee securities,

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evidences of indebtedness and other obligations of other persons, firms, associations, and corporations;

To acquire and pay for in cash, stock, bonds, or other securities of the Corporation or otherwise, the goodwill, rights, assets, and property and to undertake and assume the whole or any part of the obligations or liabilities of any person, firm, association, or corporation;

To enter into, make, and perform contracts of every kind;

To borrow moneys and, from time to time without limit as amount, to issue, accept, endorse, and execute promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance, or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes;

To lend any of its funds, either with or without security;

To carry out all or any part of the foregoing purposes as principal or agent, or in conjunction with any other person, firm, association, or corporation, or as a partner or member of a partnership, syndicate, or joint venture or otherwise, and in any part of the world to the same extent and as fully as natural persons could do; and

To have and to exercise all the powers conferred by the laws of the State of Florida upon business corporations formed under the laws of the State of Florida.

Article IV Shares

The number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) designated as common stock and the par value of each such share of common stock is One Cent (\$.01), amounting in the aggregate to Ten Dollars (\$10).

Article V Initial Directors and Officers

The names, addresses, and titles:

Matthew Robert Morrow, 4945 Dian Wood Dr. E., Jacksonville, Florida 32210, Director and President;

Robert P. Morrow, Jr., 4945 Dian Wood Dr. E., Jacksonville, Florida 32210, Director, and Vice President, Treasurer and Secretary; and

Connie M. Morrow, 4945 Dian Wood Dr. E., Jacksonville, Florida 32210, Director, and Vice President, Assistant Treasurer and Assistant Secretary;

Article VI Registered Agent

The name and Florida street address of the registered agent is:

Robert P. Morrow, Jr., Esq.
Attorney-at-Law
4945 Dian Wood Dr. E.
Jacksonville, Florida 32210

Article VI Incorporator

The name and address of the Incorporator is:

Matthew Robert Morrow
4945 Dian Wood Dr. E.
Jacksonville, Florida 32210.

Article VII Duration

The duration of the Corporation is perpetual.

Article VIII Effective Date:

The Effective date of the Articles of Incorporation is January 23, 2003.


Article IX Removal of Director

Any director, or the entire board of directors, may be removed, with or without cause, at any time by the holders of a majority of the shares then entitled to vote at an election of directors, and the vacancy in the board of directors caused by such removal may be filled by the stockholders at the time of such removal.

Article X Amendment/Repeal

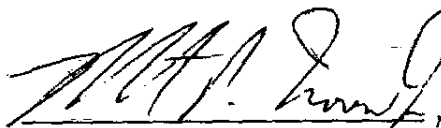
The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders, directors, and other person are granted subject to this reservation.

In Witness Whereof, the undersigned, being the incorporator for the purpose of forming a corporation pursuant to the laws of the State of Florida, does make these Articles of Incorporation on this 23rd day of January, 2003.


Matthew Robert Morrow
Incorporator
Dated: 1/23/03

Acknowledgement by Registered Agent

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Robert P. Morrow, Jr.
Registered Agent
Dated: JAN 23 2003

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