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ECRETARY OF STATE

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GEORGE SOLOGUREN, C.P.A.

1409 N.E. 22nd Avenue Ocala, Florida 34470 (352) 690-6869 Fax: (352) 732-5673

-January 31, 2003

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

Gentlemen:

Enclosed please find original and one (1) copy of the Articles of Incorporation of B & M Automotive, Inc., and also the Certificate of Appointment of Statutory Agent for filing purposes.

I have enclosed a check in the amount of \$122.50 to cover the costs as follows:

-Filing fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total	\$122.50

Please forward a certified copy of the Articles of Incorporation to the below address:

George Sologuren CPA 1409 NE 22nd Avenue Ocala, Florida 34470

Thank you in advance for your kind and prompt attention to this matter, and should you have questions or need of further information please feel free to contact me at the telephone number shown above in the letterhead.

Sincerely yours,

George M. Sologuren CPA

ARTICLES OF INCORPORATION OF B & M AUTOMOTIVE, INC.

ARTICLE 1 - NAME

The name of this corporation shall be B & M Automotive, Inc.

ARTICLE II - DURATION

The period of its duration is perpetual.

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ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business and activities permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK AND VOTING RIGHTS

The aggregate number of shares of shares which this corporation shall have authority to issue and have outstanding at any time shall be 7,500 shares of common stock of par value of \$1.00 dollars per share.

ARTICLE V - INITIAL REGISTERED OFFICE PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial registered office, the principal office and mailing address of the corporation is

1409 NE 22nd Avenue Ocala, Florida 34482

ARTICLE VI – INITIAL REGISTERED AGENT – DESIGNATION AND ACCEPTANCE

The name of the initial registered agent of this corporation is George Sologuren whose address 1409 NE 22nd Avenue, Ocala, Florida 34482, who signed these Articles of Incorporation.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall initially have one (1) Director, who shall serve concurrent one-year terms. The number of directors may be increased or deceased by amendment to the by-laws of the corporation but never below one (1). The name and address of the initial Director of this corporation is

Mary Blackmer 1308 NW 10th Street Ocala, Florida 34475

ARTICLE VIII - AMENDMENT OF ARTICLES

These Articles of Incorporation shall only be amended by a majority vote of the shares carrying voting rights.

IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of Incorporation, this 31st day of January, 2003

GEORGE SOLOGUREN

ACKNOWLEDGMENT

State of Florida County of Marion

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared

GEORGE SOLOGUREN

known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixes my official seal in the state and county aforesaid, this.

Notary Public Dolla Corbi Hightoner
State of Florida at Large

My commission expires:

Donna Corbin Hightower
My Commission DD118201
Expires May 12, 2006

CERTIFICATE OF APPOINTMENT OF STATUTORY AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted compliance with said Act:

First --B & M Automotive, Inc., desiring to organize under the laws of the State of Florida with its Registered Office as indicated in the Articles of Incorporation at the City of Ocala, County of Marion and state of Florida as its Registered Agent to accept service of process within the state.

Acknowledgment

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept the act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

GEORGE SOLOGUREN

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SECRETARY OF STATE
SECRETARY OF STATE