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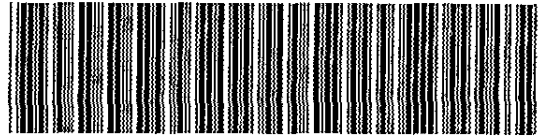
(Business Entity Name)

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03 MAY -8 PM 2:13
SPECIAL AGENT
TALLAHASSEE, FLORIDA

MAY 15 2003

LAW OFFICES
GUILLERMO A. RUIZ, P.A.

2901 FIFTH AVENUE NORTH
ST. PETERSBURG, FLORIDA 33713

TELEPHONE (727) 321-2728
FACSIMILE (727) 321-9104

P.O. BOX 12787
ST. PETERSBURG, FL 33733

May 6, 2003

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: VISTA AUTOBROKERS, INC.

Gentlemen:

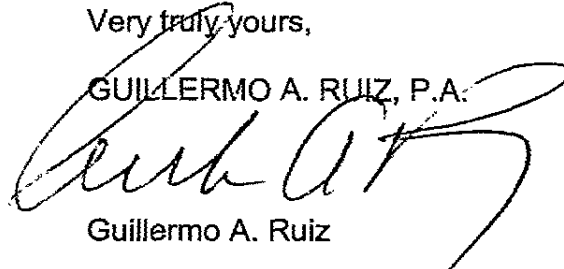
Enclosed herein for filing, in reference to the captioned matter, please find original and one copy of the Articles of Incorporation. Also enclosed is my check made payable to your office in the sum of \$80.00 representing payment for the filing fee and registered agent fee.

Please file the original of these Articles and return to my office a copy of same together with your receipt for the monies enclosed herewith.

Thank you for your attention to this matter.

Very truly yours,

GUILLERMO A. RUIZ, P.A.

A large, stylized handwritten signature in black ink, appearing to read 'Guillermo A. Ruiz', is written over the typed name.

Guillermo A. Ruiz

GAR/iz
Enclosures

**ARTICLES OF INCORPORATION
OF
VISTA AUTOBROKERS, INC.**

The undersigned incorporator, subscriber to these Articles of Incorporation, being competent to contract, does hereby associate himself to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is VISTA AUTOBROKERS, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is formed for the purpose of engaging in the business of auto wholesaling, but may engage in any lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

The maximum number of shares that this corporation is authorized to have issued at any one time is One Hundred (100) shares of common stock having no par value.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The street address and mailing address of the initial principal office of the corporation is 880 Mandalay Avenue, No. 608-C, Clearwater, FL 33767-1216. The principal office is the mailing address for the corporation. The street address and mailing address of the registered office of the corporation is Guillermo A. Ruiz, P.A., 2901 Fifth Avenue North, St. Petersburg, FL 33713-6703. The registered office is the location where service of process can be accepted. The name of the initial registered agent at the registered office of the corporation stated above is GUILLERMO A. RUIZ, ESQUIRE, who accepts said position as registered agent of this corporation and who states that he is familiar with and accepts the duties and responsibilities as registered agent for this corporation as evidenced by his signature at the end of these Articles of Incorporation.

ARTICLE VI

The number of Directors of this corporation shall be as provided in the By-Laws but shall not be less than one (1) nor more than seven (7); said initial Board of Directors shall consist of one (1) in number as set forth in Article VII.

ARTICLE VII

The names and addresses of the first Board of Directors who, subject to the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified are as follows:

NAME

THOMAS R. BERRY

ADDRESS

880 Mandalay Avenue, No. 608-C
Clearwater, FL 33767-1216

ARTICLE VIII

The amount of capital with which the corporation shall begin business is Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE IX

The name and address of the initial subscriber of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
THOMAS R. BERRY	880 Mandalay Avenue, No. 608-C Clearwater, FL 33767-1216	100

ARTICLE X

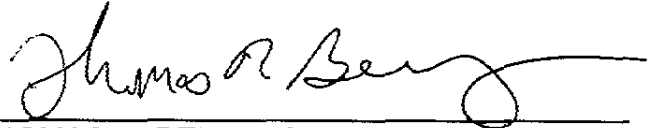
These Articles of Incorporation shall become effective upon filing and approval by the Secretary of State as indicated by his endorsement thereon with the date and time of approval, as set forth on the duplicate.

ARTICLE XI

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida. Every Amendment shall be approved by the Stockholders, proposed by them to the Stockholders and approved at a Stockholders' Meeting by at least a majority of the Stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore named, both within and without the State of Florida, does make

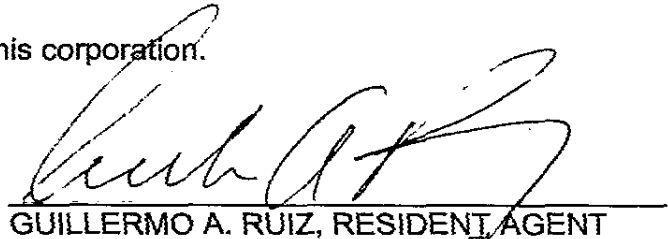
and file in the Office of the Secretary of State of Florida these Articles of Incorporation, and certifies that the facts herein stated are true.



THOMAS R. BERRY, SUBSCRIBER

The undersigned, GUILLERMO A. RUIZ, accepts the position as registered agent of this corporation and states that he is familiar with and accepts the duties and responsibilities as registered agent for this corporation.


Dated: May 6th, 2003


GUILLERMO A. RUIZ, RESIDENT AGENT

STATE OF FLORIDA :
COUNTY OF PINELLAS : SS

BEFORE ME, the undersigned authority, personally appeared THOMAS R. BERRY, who is known to me personally or who produced _____ as identification, and who, after being by me first duly cautioned and sworn, deposes and says: that he is the individual described in and who executed the foregoing Articles of Incorporation; and does hereby acknowledge before me that he executed same for the purposes expressed therein.

WITNESS my hand and official seal in the County and State aforesaid this 6th day of May, 2003.


NOTARY PUBLIC, STATE OF FLORIDA
Name: Irene Zawasky
Address: 2901 Fifth Avenue North
St. Petersburg, FL 33713
My Commission Expires: 07/15/2005

FILE
03 MAY - 8 PM '03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA