

**Electronic Articles of Incorporation
For**

**P03000095253
FILED
August 29, 2003
Sec. Of State**

HARBOUR AUTOMOTIVE GROUP, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

HARBOUR AUTOMOTIVE GROUP, INC.

Article II

The principal place of business address:

869 QUEENS HARBOUR BLVD.
JACKSONVILLE, FL. US 32225

The mailing address of the corporation is:

869 QUEENS HARBOUR BLVD.
JACKSONVILLE, FL. US 32225

Article III

The purpose for which this corporation is organized is:

TO ENGAGE IN THE WHOLESALE AND RETAIL SALE OF AUTOMOTIVE
VEHICLES AND RELATED GOODS AND SERVICES.

Article IV

The number of shares the corporation is authorized to issue is:

30,000

Article V

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

SUZANNE M BEARRY
869 QUEENS HARBOUR BLVD.
JACKSONVILLE, FL. 32225

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: SUZANNE M. BEARRY

Article VI

The name and address of the incorporator is:

SUZANNE MARIE BEARRY
869 QUEENS HARBOUR BLVD.
JACKSONVILLE, FL 32225
USA

Incorporator Signature: SUZANNE M. BEARRY

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P/D
WILLIAM E BEARRY JR.
935 MIDWEST TRAIL N
LAKE ELMO, MN. 55042 US

Title: VP/D
SUZANNE M BEARRY
869 QUEENS HARBOUR BLVD.
JACKSONVILLE, FL. 32225 US

Title: SCTY
WILLIAM E BEARRY JR.
935 MIDWEST TRAIL N
LAKE ELMO, MN. 55042 US

Article VIII

The effective date for this corporation shall be:

08/28/2003