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Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.**ashley's automotive, inc.**

Certificate of Status	0
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ARTICLES OF INCORPORATION

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The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. NAME: The name of the corporation is:

Ashley's Automotive, Inc.

2. DURATION: The period of its duration is perpetual.

3. DATE OF INCORPORATION: The date of commencement of corporate existence shall be April 21, 2004

4. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS:

2987 Stratford Dr.
Largo, Florida 33771

5. PURPOSE: The purpose is to engage in any activities of business permitted under the laws of the United States and Florida.

6. CAPITAL STOCK: The corporation is authorized to issue 200 shares, all of one class at one-dollar par value.

7. INITIAL REGISTER OFFICE AND AGENT: The name and address of the initial registered agent, who accepts his appointment by the execution hereof, and office of this corporation is as follows:

H. William Van Wagenen
147 N. Belcher Road
Largo, FL 33771

8. INITIAL BOARD OF DIRECTORS: This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the by-laws of the corporation in the manner Provided by law, but shall never be less than one.

The name and address of the initial director is:

John C. Fisher
2987 Stratford Dr.
Largo, Florida 33771

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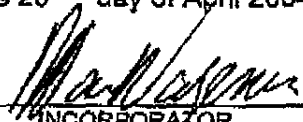
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9. INCORPORATOR: The name and address of the incorporator signing these Articles of Incorporation is:


H. William Van Wagenen
147 N. Belcher Road
Largo, FL 33771

10. AMENDMENT OF ARTICLES: This corporation reserves the right to amend and repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of April 2004



INCORPORATOR



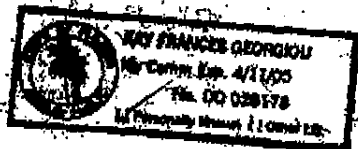
REGISTERED AGENT

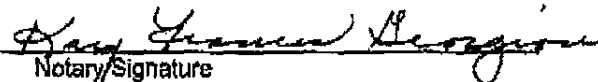
STATE OF FLORIDA
COUNTY OF PINELLAS

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared H. William Van Wagenen known to me to be the person described in and who executed the foregoing instrument, who acknowledged to me that he executed the same and an oath was not taken. Said person is personally known to me.

Notary RubberStamp Seal

Witness my hand and official seal in the County and State last aforesaid this 20th day of April 2004





Notary/Signature

KAY FRANCES GEORGIOU

Printed Name

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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.

First that: Ashley's Automotive, Inc.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation has named H. William Van Wagenen located at 147 N. Belcher Road, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

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.

SIGNATURE


 Registered Agent