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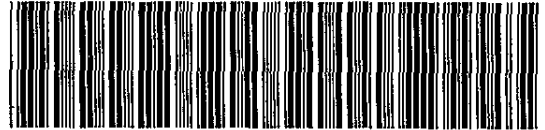
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TEW, TEW, BARNES & ATKINSON, L.L.P.

ATTORNEYS AT LAW

LEE WM. ATKINSON
ROBERT L. BARNES, JR.
LARRY J. GONZALES
RICHARD C. MILLIAN
JOEL R. TEW
TONY J. TUNTASIT

DIRECTOR OF PLANNING:
RICK HARCROW, AICP

CLEARWATER OFFICE
2655 McCORMICK DRIVE
CLEARWATER, FLORIDA 33759

TAMPA OFFICE
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PLEASE REPLY TO:
P.O. BOX 5124
CLEARWATER, FLORIDA 33758-5124

Web site: www.tbalaaw.com
E-mail: lgonzales@tbalaaw.com

May 28, 2004

VIA DHL

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

Re: Mike's Dealer Alternative Auto, Inc.

Dear Sir or Madam:

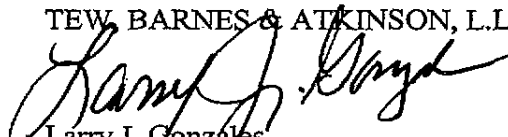
Enclosed please find Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$78.75 for filing and certified copy fees.

Please process this at your earliest opportunity and return the file-stamped copy of the Articles of Incorporation and certified copy of same to this office.

Thank you for your assistance and if you have any questions, please do not hesitate to contact me.

Very truly yours,

TEW, BARNES & ATKINSON, L.L.P.



Larry J. Gonzales

LJG/kls
Enclosures

cc: Mr. Michael J. Ritt (with enclosures)

ARTICLES OF INCORPORATION
OF
MIKE'S DEALER ALTERNATIVE AUTO, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1: NAME AND ADDRESS

The name of this Corporation is: **MIKE'S DEALER ALTERNATIVE AUTO, INC.**, and the address is: 289 Whisper Lake Road, Palm Harbor, Florida 34683.

ARTICLE 2: DURATION

This Corporation shall exist perpetually. In accordance with Section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2655 McCormick Drive, Clearwater, Florida 33759, and the name of the initial registered agent of this Corporation at that address is LARRY J. GONZALES.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have two (2) directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL J. RITT	289 Whisper Lake Road Palm Harbor, Florida 34683
STEPHEN J. RITT	289 Whisper Lake Road Palm Harbor, Florida 34683

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
LARRY J. GONZALES	2655 McCormick Drive Clearwater, Florida 33759

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

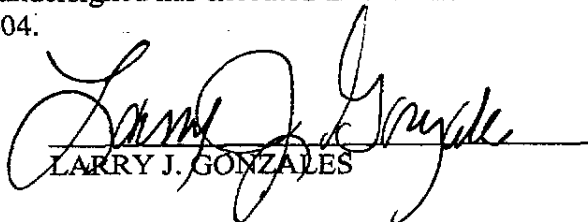
ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation the 2ND day of June, 2004.


LARRY J. GONZALES

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me the 2nd
day of June, 2004, by LARRY J. GONZALES, who is personally known to me.

Karen Lo Schiavo

Notary Public, State of Florida
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated the 2nd day of June, 2004.

Larry J. Gonzales
LARRY J. GONZALES

ASSIGNMENT OF INCORPORATOR'S SUBSCRIPTION

The undersigned, in consideration of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby sells, assigns and transfers and sets unto MICHAEL J. RITT and STEPHEN J. RITT all of his right, title and interest, if any, as incorporator of the Corporation.

Witness my hand and seal the 2ND day of JUNE, 2004.

Witnesses:

Larry J. Gonzales (SEAL)
LARRY J. GONZALES
Marilyn M. Jones

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TALLAHASSEE, FLORIDA