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KENNETH B. EVERS

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WAUCHULA, FLORIDA 33873-1308

TELEPHONE: (863) 773-5600
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June 29, 2004

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Country Motors, Inc.

Gentlemen:

Enclosed are original and one copy of Articles of Incorporation. Please file the original and return a certified copy to me.

Also enclosed is check made payable to Secretary of State of Florida in the amount of \$78.75 representing fee to file same.

Sincerely,



Brenda K. Sutton
Legal Assistant

/bks
Enclosures

ARTICLES OF INCORPORATION
OF
COUNTRY MOTORS, INC.

FILED
JAN 10 1963
CLERK OF DISTRICT COURT
JAN 10 1963
JAN 10 1963

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is COUNTRY MOTORS, INC.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purpose for which the corporation is organized is to conduct business for the sale of automobiles, and for any purpose authorized by Florida Statutes and permitted by law.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is one hundred (100) shares. Such shares shall be of a single class, and shall have a par value of One (\$1.00) Dollar per share.

ARTICLE FIVE

The street address of the initial principal office and mailing address of the corporation is 908 S. Scenic Highway, Frostproof, FL 33843, and the name of its initial registered agent at such street address is WILLIAM C. BARLEY.

ARTICLE SIX

Pursuant to authority of Chapter 607.0732(1), Florida Statutes, or as it may hereafter be amended, the corporation shall have no board of directors, and all of the corporate power shall be exercised by, and the balance and affairs of the corporation shall be managed under the direction of the stockholders. The stockholders shall have the power and authority to adopt and to amend the bylaws of the corporation and to determine consideration for the issuance or disposition of any share.

ARTICLE SEVEN

The name and address of the shareholders and the number of shares of stock each agrees to take and the value of the consideration therefor are:

Name	Address	Shares	Consideration
William C. Barley	1647 Griffin Road Wauchula, FL 33873	50	\$50.00
William S. Barley	26 Choctaw Street Lake Placid, FL 33852	50	\$50.00

ARTICLE EIGHT

The name and address of the incorporator are WILLIAM C. BARLEY, 1647 Griffin Road, Wauchula, FL 33873.

ARTICLE NINE

The initial officers of the corporation and their addresses are:

Name	Address	Office
William C. Barley	1647 Griffin Road Wauchula, FL 33873	President/Treasurer
William S. Barley	26 Choctaw Street Lake Placid, FL 33852	Vice President/ Secretary

ARTICLE TEN

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stockholders at a meeting held for that purpose.

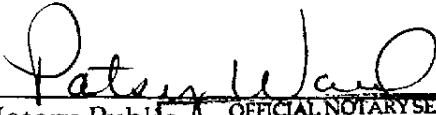
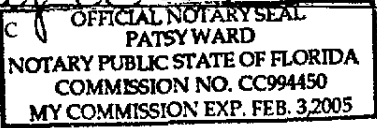
EXECUTED by the undersigned at Wauchula, Hardee County, Florida, this 29th day of June, 2004.


WILLIAM C. BARLEY

STATE OF FLORIDA :
COUNTY OF HARDEE :

I HEREBY CERTIFY that on this day before me, personally appeared WILLIAM C. BARLEY, the incorporator of COUNTRY MOTORS, INC., who acknowledged before me the execution of the foregoing Articles of Incorporation for the uses and purposes therein set forth.

SWORN to and subscribed before me this 29th day of June, 2004.


Notary Public 

ACCEPTANCE

I certify that I am a permanent resident of Hardee County, Florida, residing at the place indicated above. I hereby accept the foregoing designation as Registered Agent of COUNTRY MOTORS, INC., this 29th day of June, 2004.


WILLIAM C. BARLEY