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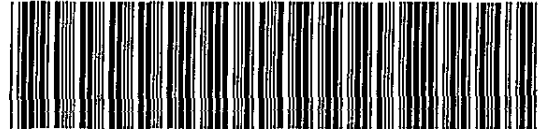
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P.O. BOX 9936
Riviera Beach, Florida 33419

September 24, 2004

**Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399**

RE: Smith and Copus Automotive, Inc.

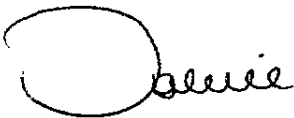
Dear Filing Clerk,

Enclosed you will please find the original and 2 copies of the Articles of Incorporation of Smith and Copus Automotive, Inc.

Also enclosed is our firm's check in the amount of \$ 70.00 for the filing fee.

Thank you for your cooperation in this matter.

Sincerely,



Angelo Pardo, Esq.

AP/vvv
Enclosures.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 SEP 27 PM 11:07

ARTICLES OF INCORPORATION
OF

Smith and Copus Automotive , Inc.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

Smith and Copus Automotive , Inc.

The address of the principal office of this corporation shall be 350 Cypress Drive, Tequesta, Fla. 33469; and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is any business activity permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock at \$1.00 par value.

FILED
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DIVISION
04 SEP 27 PM 5:00

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be as follows: 350 Cypress Drive, Tequesta, Fla. 33469

and the name of the initial registered agent of the corporation at that address is:

Babette Marie Smith

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLES VI - OFFICERS AND DIRECTORS

This corporation shall have three (3) directors, initially. The name and street address of the initial directors who shall hold the office for the first year of the corporation, or until his/her successor(s) are elected or appointed are:

Michael Killingsworth Smith
18300 128th Trail N.
Jupiter, Fla. 33478

Babette Marie Smith
18300 128th Trail N.
Jupiter, Fla. 33478

Charles Nelson Copus
5252 Albacore Street
Stuart, Fla. 33497

ARTICLE VII - INCORPORATORS

The name and street address of the incorporator (s) to these Articles of
Incorporation is:

Michael Killingsworth Smith
18300 128th Trail N.
Jupiter, Fla. 33478

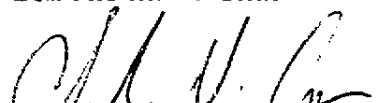
Babette Marie Smith
18300 128th Trail N.
Jupiter, Fla. 33478

Charles Nelson Copus
5252 Albacore Street
Stuart, Fla. 33497

IN WITNESS WHEREOF I/WE have made and subscribed our name(s) and
signature (s) to these Articles of Incorporation, this the 23 day of September,
2004.


Michael Killingsworth Smith


Babette Marie Smith


Charles Nelson Copus

State of Florida
County of Palm Beach

BEFORE ME, the undersigned authority, personally appeared, Michael Killingsworth Smith, Babette Marie Smith, Charles Nelson Copus

to me well known to be the person (s) described as incorporator (s) herein or who have produced their driver's licenses / identification card, and who executed the foregoing Articles of Incorporation in my presence

WITNESS my hand and official seal in the County and State aforesaid this the 23 day of September, 2004.

Notary Public Heidi L. Riddle
My Commission Expires:



Heidi L. Riddle
Commission # DD 016522
Expires April 9, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

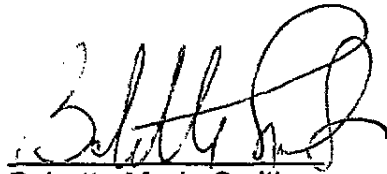
CERTIFICATE OF REGISTERED AGENT

IN PURSUANCE to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That Smith and Copus Automotive, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation being in Florida, names: Babette Marie Smith, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby state that I am familiar with the obligations imposed herein, accept said appointment as registered agent of said corporation and agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Babette Marie Smith

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DIVISION
04 SEP 27 PM 2:05