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TALMADGE, E. J. III

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G. Craig Soria, P.A.
Attorney and Counsellor at Law
2201 Ringling Boulevard, Suite 103
Sarasota, Florida 34237
941/365-5855

G. CRAIG SORIA

fax 941-954-4542

March 23, 2005

Secretary of State
State of Florida
Corporate Division
P. O. Box 6327
Tallahassee, Florida 32314

In Ref: D & J SCARBROUGH AUTO AUCTION OF BRADENTON, INC.

Enclosed for filing with your office, please find the original and one copy of Articles of Incorporation regarding the above referenced corporation. Also enclosed is a check in the amount of \$78.75 to cover the following fees:

Filing fee	\$35.00
Certified Copy Fee	\$8.75
Designation of Registered Agent	\$35.00

After your review of the enclosed, please file same with your office and return to me proof of filing and the certified copy of the Articles. Please do not hesitate to contact me should you have any questions.

Thank you for your attention to this matter. I remain,

Sincerely,


G. CRAIG SORIA

GCS/klm
Encl.:

ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D & J SCARBROUGH AUTO AUCTION OF BRADENTON, INC.

The undersigned subscriber to these Articles of Incorporation, a person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is:

D & J SCARBROUGH AUTO AUCTION OF BRADENTON, INC.

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

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

ARTICLE IV

This corporation is authorized to issue 1,000 shares of common stock at a par value of \$1.00 per share. The stockholders may dispose of the authorized but unissued stock from time to time. No stockholder has a preemptive right to purchase unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire stock.

ARTICLE V

The initial street address of the Corporation's registered office is 4507 9th Street West, Apt. E4, Bradenton, FL 34207, and the name of the Corporation's initial registered agent at such address is William Scarbrough. The principal office of the corporation is

located at 1326... 37th Avenue East, Bradenton, Florida 34208.

ARTICLE VI

This Corporation shall have no Directors. The business of the Corporation shall be managed by the stockholders.

ARTICLE VII

The name and street address of the Incorporator is:

WILLIAM SCARBROUGH
4507 9th Street West, Apt. E4
Bradenton, FL 34207

ARTICLE VIII

After adoption of the initial bylaws by the stockholders, bylaws may be adopted, amended or repealed by the stockholders of this corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation in Sarasota, Florida, this 23rd day of MARCH, 2005.


WILLIAM SCARBROUGH

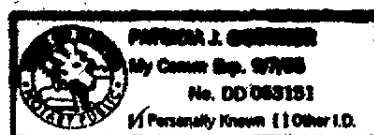
STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared WILLIAM SCARBROUGH, well known to me to be the individual described in and who executed the foregoing Instrument in writing and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Sarasota, in the County and State aforesaid, this 23rd day of MARCH, 2005.


Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT DESIGNATION

The undersigned individual having been named as Registered Agent for the above-stated Corporation in ARTICLE V, at the place designated in said Article, hereby accepts to act in the capacity of Registered Agent, and agrees to comply with the pertinent provisions of the Florida Statutes pertaining to Registered Agents and Offices.


WILLIAM SCARBROUGH

Registered Agent

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