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11/8/05

Law Office of Terence Matthews

Chartered

5190 26th Street West, Suite D

Bradenton, Florida 34207

(941) 755-8583

Fax (941) 753-8479

November 2, 2005

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

Re: Prestige Motors of Manatee, Inc.

Dear Ladies:

Please find enclosed the original and a duplicate copy of the Articles of Incorporation of this proposed corporation and the Acceptance of the Registered Agent.

Will you kindly endorse your approval of the Articles of Incorporation, certify and return same to us at your earliest convenience.

I am enclosing a check payable to your order in the sum of \$78.75 to cover the following:

Filing Fee	35.00
Certified Copy	8.75
Registered Agent Certification	<u>35.00</u>
TOTAL	78.75

Thank you for your attention to this matter.

Sincerely,



Cheryl Todt
Legal Assistant to
Terence Matthews

ARTICLES OF INCORPORATION
OF
PRESTIGE MOTORS OF MANATEE, INC.

FILED
05 NOV -7 PM 2:58
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I--NAME and PRINCIPAL PLACE OF BUSINESS AND INITIAL

OFFICERS AND DIRECTORS OF THIS CORPORATION

The name of this corporation is PRESTIGE MOTORS OF MANATEE, INC. and its principal place of business is 5919-A 15th Street East, Bradenton, Florida, 34203; the initial Director is ARNOLD CARLTON; the initial President is ARNOLD CARLTON; the initial Secretary is ARNOLD CARLTON and the initial Treasurer is ARNOLD CARLTON.

ARTICLE II--DURATION

This corporation shall exist perpetually.

ARTICLE III--PURPOSE

This corporation is organized for the purpose of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV-POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V-CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock having a par value of one (1) dollar per share.

ARTICLE VI-PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro-rata share of any new stock of this corporation of the same kind, class or series as that which he already holds at the price at which it is offered to all other stockholders.

ARTICLE VII--INITIAL OFFICE AND RESIDENT AGENT

The street address of the initial registered office of this corporation is 5919-A 15th Street East, Bradenton, Florida, 34203; and the name of the initial registered agent of this corporation at that address is ARNOLD CARLTON.

ARTICLE VIII-MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation will be managed under the direction of the shareholders of this corporation; the act of stockholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be entitled to one vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE IX--INCORPORATORS

The name and address of the person signing these Articles is ARNOLD CARLTON, 5919-A 15th Street East, Bradenton, Florida, 34203.

ARTICLE X-BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

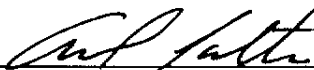
ARTICLE XI-INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XII-AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 1st day of November, 2005.



ARNOLD CARLTON

L.S.

STATE OF FLORIDA
COUNTY OF MANATEE

Before me, a notary public authorized to take acknowledgment in the state and county set forth above, personally appeared ARNOLD CARLTON, known to me and known by me to be the persons signing these Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation freely.


IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 1st day of November, 2005.


Notary Public State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

Pursuant to Section 48.091, Florida Statutes, the following is submitted: that
PRESTIGE MOTORS OF MANATEE, INC. desiring to organize under the laws of
the State of Florida with its principal office, as indicated in the Articles of Incorporation,
in the City of Bradenton, County of Manatee, State of Florida, has named
ARNOLD CARLTON, County of Manatee, State of Florida, as its
agent to accept service of process within the State of Florida.



ARNOLD CARLTON, Incorporator

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation, at
the place designated in this Certificate, I hereby accept such appointment and agree to act
in this capacity, and agree to comply with the provision of law relating to keeping said
office open.



ARNOLD CARLTON, Registered Agent

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CLERK OF DISTRICT COURT
MANATEE, FLORIDA