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FLORIDA PROFIT/NON PROFIT CORPORATION

Bay to Bay Automotive, Inc.

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE TALLAHASSEE. FLORIDA

BAY TO BAY AUTOMOTIVE, INC.

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporations Act, does hereby adopt the following Articles of Incorporation.

Article 1 - Name and Address

The name of this Corporation is Bay to Bay Automotive, Inc. The principal place of business of this Corporation shall be 3320 Bay to Bay Blvd., Tampa, Florida 33629, or such other place as may be designated by the Board of Directors.

Article 2 - Commencement of Business

The Corporation shall commence as filing of these Articles of Incorporation and shall continue to exist perpetually.

Article 3 - Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, no par value.

Article 4 - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 3320 Bay to Bay Automotive, Tampa, Florida 33629, and the initial registered agent at that address is Timothy Healy.

Article 5 - Initial Officers & Directors

The following individuals shall serve as the initial officers and directors of the Corporation:

Timothy Healy

Director & President

Nulla C. Healy

Director, Secretary & Treasurer

Article 6 - Incorporator

The name and address of the person signing these Articles as the incorporator is Timothy Healy, located at 3320 Bay to Bay Automotive, Tampa, Florida 33629.

EXECUTED BY the undersigned this 27th day of September, 2007.

"Incorporator"

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 FLORIDA STATUTES.

Regulatered

Agent L

Date: September 27, 2007