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EDELGARD G. ASHCRAFT

ATTORNEY AT LAW

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12437 MONARCH CIRCLE S.
SEMINOLE, FLORIDA 34642
TELEPHONE (813) 393-8988
REPLY TO ST. PETERSBURG

March 28, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: SCOTTY'S QUALITY CARS, INC.

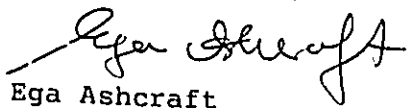
Gentlemen:

Enclosed please find the duly executed original and one copy of Articles of Incorporation for SCOTTY'S QUALITY CARS, INC., together with check in the amount of \$122.50 for your filing fee.

Please return a certified copy of the Articles to my ST. PETERSBURG address.

Thank you for your attention to this matter.

Very truly yours,


Ega Ashcraft

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-03/30/95--01079--006
****122.50 ****122.50

Enclosures
EGA/sg

cc: Mr. Scott Scandron

4/3/95


ARTICLES OF INCORPORATION
OF
SCOTTY'S QUALITY CARS, INC.

ARTICLE I - NAME

The name of this corporation is SCOTTY'S QUALITY CARS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V - PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The principal office and registered office of this corporation shall be 6015 - 66th St. N., St. Petersburg, Florida 33709, and the name of the initial registered agent of this corporation at that address is Scott Scadron.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of 2 members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than 1. The name and address of the directors constituting the initial Board of Directors is:

Scott Scadron, 6412 - 93rd Ter. N., Unit 4801, Pinellas Park, FL 34666;

David S. Taylor, 4301 Cherry St. N.E., St. Petersburg, FL 33703.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

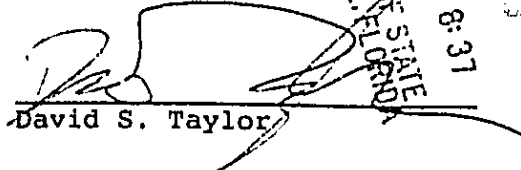
David S. Taylor, 4301 Cherry St. N.E., St. Petersburg, FL

ARTICLE VIII - INDEMNIFICATION

This corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

95 MAR 30 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of March, 1995.

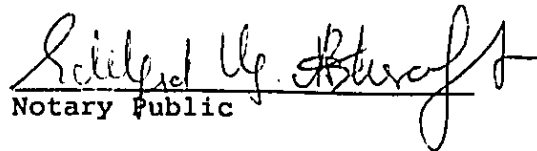

David S. Taylor

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 28th day of March, 1995.

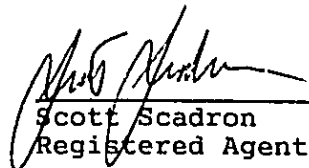


EDGARD G. ASHCRAFT
MY COMMISSION # 00090671 EXPIRES
OCTOBER 6, 1998
NOTARY PUBLIC, STATE OF FLORIDA


Notary Public

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent of SCOTTY'S QUALITY CARS, INC. and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.


Scott Scadron
Registered Agent