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(((H95000004561))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SUN COAST AUTOMOTIVE GROUP, INC.
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**ARTICLES OF INCORPORATION
OF
SUN COAST AUTOMOTIVE GROUP, INC.**

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I. NAME AND ADDRESS

The name of this corporation shall be SUN COAST AUTOMOTIVE GROUP, INC. The principal business address of the corporation is 4540 South Cleveland Avenue, Fort Myers, Florida 33907.

ARTICLE II. DURATION

The corporation shall commence April 21, 1995, and shall have perpetual existence thereafter.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

ARTICLE IV. CAPITAL STRUCTURE

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be ten thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

Prepared by:
WILLIAM N. HOROWITZ, ESQ.
Florida Bar No.: 199941
1715 Monroe Street
Fort Myers, FL 33901
(813) 334-4121

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ARTICLE V. INITIAL REGISTERED AGENT & OFFICE

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

Name	Address
SAM M. GALLOWAY, JR.	4540 South Cleveland Avenue Fort Myers, Florida 33907

ARTICLE VI. DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have four (4) Directors initially, and the name and address of the initial Director is as follows:

Name	Address
SAM M. GALLOWAY, JR.	4540 South Cleveland Avenue Fort Myers, Florida 33907
SAM M. GALLOWAY, III	4540 South Cleveland Avenue Fort Myers, Florida 33907
KATHERINE G. DOUGHTERY	4540 South Cleveland Avenue Fort Myers, Florida 33907
ROBERT W. GALLOWAY	4540 South Cleveland Avenue Fort Myers, Florida 33907

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

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ARTICLE VIII. BYLAWS

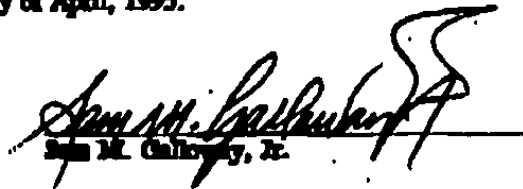
The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

ARTICLE IX. INCORPORATION

The names and the address of the persons signing these Articles of Incorporation is as follows:

Name	Address
SAM M. GALLOWAY, JR.	4540 South Cleveland Avenue Port Myers, Florida 33907

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 21st day of April, 1995.


Sam M. Galloway, Jr.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, as designated in this certificate, I hereby accept the appointment, understand my duties as agent, and agree to act in this capacity and to comply with the provisions of Chapter 617, Florida Statutes, relative to keeping open said office.


Sam M. Galloway, Jr.
Registered Agent

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