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FROM

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

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(Corporation Name) (Document #) 04/14/95 01007-016
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
95 APR 14 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF
PHOENIX MOTORCARS INC.

FILED
95 APR 14 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this corporation is PHOENIX MOTORCARS INC.

ARTICLE II-PURPOSE

This corporation is organized for the purpose of operating a used vehicle sales lot and transacting any or all lawful business.

ARTICLE III-CAPITAL STOCK

This corporation is authorized to issue 7500 shares of \$1.00 par value Common Stock, which shall be designated as "Common Shares"..

ARTICLE IV- DESIGNATION OF SERIES

Preferred Shares may be issued from time to time in series. All Preferred Shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors herein.. The Board of Directors is authorized and required to fix, in the manner and to full extent provided and permitted by law, all provisions of the shares of each series set forth below.

1. The distinctive designation of all series and the number of shares which shall constitute such series.
2. The annual rate of dividends payable on the shares of all series and the time and manner of payment.
- 3.. The redemption price or prices, if any, for the shares of each, any or all series.
4. The obligation, if any, of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares.
5. The rights, if any, of the holders of shares of each series to convert such shares into Common Shares and the terms and conditions of such conversion..

ARTICLE V-PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation at the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3508 N Lincoln Ave. Tampa, Florida; and the initial Registered Agent of this corporation at that address is Jose del Rio.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and address of the initial directors of this corporation are:

Jose del Rio
3508 N Lincoln Ave.
Tampa, Florida

Noelia del Rio
3508 N Lincoln Ave.
Tampa, Florida

ARTICLE VIII-INITIAL OFFICERS

The initial officers of this corporation shall be:

President	Jose del Rio
Secretary	Noelia del Rio
Treasurer	Noelia del Rio

ARTICLE IX-INCORPORATOR

The names and address of the persons signing these Articles are :

Jose del Rio
3508 N Lincoln Ave.
Tampa, Florida - 33607

Noelia del Rio
3508 N Lincoln Ave.
Tampa, Florida - 33607

ARTICLE X-BY LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE XI-RESTRICTIONS ON TRANSFER OR STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Jose del Rio	100 shares
Noelia del Rio	100 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which and the time within which such share may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII-RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though, on the date fixed to determine the shareholders entitled to vote on such corporate actions the shares of this corporation were registered on a national securities exchange or held of record not less than 2,000 shareholders.

ARTICLE XIII-INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to full extent permitted by law.

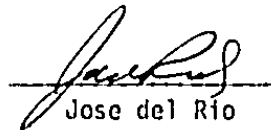
ARTICLE XIV-AMENDMENT

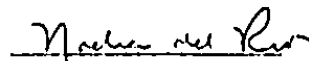
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV-PRINCIPAL OFFICE

The principal office location of this corporation is 3508 N Lincoln Ave Tampa, Florida 33607.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 12 day of April, 1995.


Jose del Rio


Noelia del Rio

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jose del Rio known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal in the State and County aforesaid, this 12 day of April, 1995.

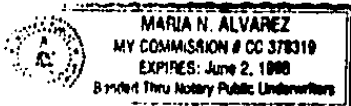



NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Noelia del Rio known to me and known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 12 of April, 1995..




NOTARY PUBLIC

FILED

95 APR 14 AM 9:56

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT PHOENIX MOTORCARS INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF TAMPA, STATE OF FLORIDA HAS NAMED JOSE DEL RIO, LOCATED AT 3508 N LINCOLN AVE., CITY OF TAMPA, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE



DATE APRIL 12 1995.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE



DATE APRIL 12 1995.