

P950000033063

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: P.O. Office Box 10349, Tallahassee, FL 32302

TOLL FREE 1-800-342-8062

(904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Bay to Bay Automotive, Inc.

95 17

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

800001466438

-04/27/95--01004--012

*****70.00 *****70.00

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____
BY _____

WALK-IN 4/27 12 PM
Will Pick Up

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts

THANK YOU

ARTICLES OF INCORPORATION

of
BAY TO BAY AUTOMOTIVE, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:
BAY TO BAY AUTOMOTIVE, INC..

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of One Dollar (\$1.00) par value Common Stock, which will be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME: BAY TO BAY AUTOMOTIVE, INC..
ADDRESS: PO BOX 151316
CITY: TAMPA STATE: FLORIDA ZIP: 33684

The name and street address of the Initial Registered Agent of this Corporation is:

NAME: GREG SHEARER
ADDRESS: 4201 N. WESTSHORE BLVD.
CITY: TAMPA STATE: FLORIDA ZIP: 33614

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME: GREG SHEARER
ADDRESS: 4201 N. WESTSHORE BLVD.
CITY: TAMPA STATE: FLORIDA ZIP: 33614

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME: GREG SHEARER

ADDRESS: 4201 N. WESTSHORE BLVD.

CITY: TAMPA

STATE: FLORIDA

ZIP: 33614

NAME:

ADDRESS:

CITY:

NAME:

ADDRESS:

CITY:

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 25th day of APRIL, 1995.

Greg Shearer (Seal)

____ (Seal)

____ (Seal)

STATE OF FLORIDA

)
SS

COUNTY OF HILLSBOROUGH)

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared

GREG SHEARER

known to me to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that HE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 25th day of APRIL, 1995.

(Notary Seal)

[Signature]
(Notary Public State of Florida
at Large)

My Commission expires:

CERTIFICATE OF ACKNOWLEDGMENT
OF REGISTERED AGENT
CERTIFICATE OF REGISTERED AGENT
OF

95/00 27 PM 1:10

BAY TO BAY AUTOMOTIVE, INC.

Pursuant of Florida Statutes Sections 48.0091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 4201 N. Westshore Blvd. Tampa, FL 33614 has named Greg Shearer located at the aforesaid address, as its Registered Agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Greg Shearer
(Registered Agent)

Date:

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

Re: BAY TO BAY AUTOMOTIVE, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$70.00.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


GREG SHEARER

BAY TO BAY AUTOMOTIVE, INC.

MAILING ADDRESS OF CORPORATION:

BAY TO BAY AUTOMOTIVE, INC.
P.O. BOX 151316
TAMPA, FL 33684-1316

PHONE:
(813) 874-1111