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DEWEY A. DYE, JR., RETIRED

PLEASE REPLY TO:
P.O. DRAWER 9480
BRADENTON, FLORIDA 34206

April 28, 1995

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-05/01/95--01064--002
****122.50 ****122.50

Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

RE: CLASSIC SHOW CARS OF MANATEE, a Florida corporation

Gentlemen:

Enclosed please find original and one (1) copy of Articles of Incorporation and check in the amount of \$122.50 to cover the following: \$35.00 Filing Fee; \$52.50 Certified Copy; and \$35.00 Registered Agent, re the above. Please return the certified copy to the undersigned at the above address. Thank you for your cooperation.

Very truly yours,

D.A. Lockman

D.A. Lockman

/dal

Enclosures

FILED
95 MAY -1 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. Lockman GAVE

AUTHORIZATION BY PHONE TO

CORRECT Corporate Office

DATE 5/4

DOC. EXAM. off

EFFECTIVE DATE

4/28/95

FILED
95 MAY -1 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, Don G. Eiland, desires to become a bona fide corporate and, as incorporator, does hereby make and file these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end hereby declares and affirms:

ARTICLE I

The name of this corporation shall be:

CLASSIC CAR SHOWS OF MANATEE, ^{INC} a Florida corporation.

ARTICLE II

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with no par value. The consideration to be paid for each share shall be fixed by the Board of Directors. The authorized

EFFECTIVE DATE

4/28/95

shares of this corporation shall consist of one class of common stock only.

ARTICLE V

The holders of the common shares of this corporation shall have pre-emptive rights to purchase any shares of the corporation hereafter issued or sold by the corporation, rateably according to their respective holdings, and such pre-emptive rights shall likewise extend to any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. Any shares offered to shareholders under their pre-emptive rights, and not purchased, shall again be offered to those shareholders who have exercised their pre-emptive rights, in proportion to their holdings. After one such reoffering, the corporation may sell any shares still unsold in any other manner permitted by these Articles. The price of any such shares or other instruments to which such pre-emptive rights are applicable shall be at the price such shares or other instruments are offered to others, which price may be in excess of par.

ARTICLE VI

The street address of the initial registered office of the corporation, is 3945 - 14th Street West, Bradenton, Florida 34205. The street address, principal office and mailing address of the corporation is 3945 - 14th Street West, Bradenton, Florida 34205. The name of this corporation's initial registered agent is Don G. Eiland. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be four (4). The Board of Directors shall consist of not less than one (1) nor more than five (5) members, and the number of members of the Board of Directors may be fixed from time-to-time by the By-Laws of the corporation, but until so fixed shall consist of four (4) persons. The names and addresses of the members of the initial Board of Directors are as follows:

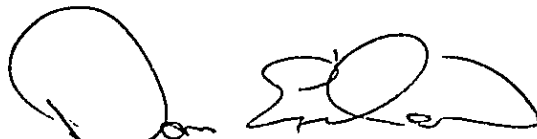
Don G. Eiland, 5525 - 25th Street West, Bradenton, FL 34207
Richard Weidman, 3945 - 14th Street West, Bradenton, FL 34207
Barry L. Smith, 1008 - 37th Street West, Bradenton, FL 34205
Jerry W. Lockman, 6710 Ellenton-Gillett Road, Unit 236,
Palmetto, FL 34221

ARTICLE VIII

The name and address of the incorporator is as follows:

Don G. Eiland, 5525 - 25th Street West, Bradenton, FL 34207

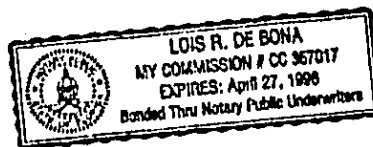
IN WITNESS WHEREOF, the undersigned, being the original incorporator of this corporation, does certify that he is of full age and competent to contract and that the Director named is of full age and a citizen of the United States of America. For the purpose of forming the proposed corporation above-named to do business both within and without the State of Florida, and in pursuance of the Florida Business Corporation Act, I do make and file this agreement, hereby declaring and certifying that the matters above stated are true, and accordingly I have hereunto set my hand and seal this 28th day of April, 1995.


Don G. Eiland (SEAL)

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 28th day of April, 1995, by Don G. Eiland, who is personally known to me or who has produced DL/E45316751327 as identification and who did not take an oath.

Lois R. DeBona
Name: _____
Notary Public
My Commission Expires: _____
FL Commission No.: _____



ACCEPTANCE BY REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for CLASSIC CAR SHOWS OF INC.
MANATEE, a Florida corporation.



Don G. Eiland, Registered Agent

FILED
95 MAY - 1 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA