

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 JUN 29 PM 1:28

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY AAK

WALK-IN
 Will Pick Up 6:29 12:00

RE: LBJ Wholesale
motor works Inc
 95 JUN 29 AM 10:34

	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 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		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

500001526775
 -06/29/95--01022--017
 ***122.50 ***122.50

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
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

of

LBJ WHOLESALE MOTORWORKS INC.

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ARTICLE I - NAME

The name of the corporation is ----- LBJ WHOLESALE MOTORWORKS INC.
and whose principal office location is 210 W WOOD STREET
TAMPA FL 33604

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

RETAIL & WHOLESALE VEHICLE SALES and shall include the
transaction of any and all lawful business for which corporations may be
incorporated under State of Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock, having
a par value of \$1.00 per share.

The stock as foresaid shall be paid for in lawful money of the United
States, or in property, labor or services at a just valuation to be
fixed by the incorporators, or by the Board of Directors at a meeting
to be called for that special purpose.

All voting power of this corporation shall be vested in the common
stock above designated.

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this
corporation of the same kind, class or series as that which he or
she already holds, shall have the right to purchase his or her pro-
rata share thereof 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: 210 W WOOD STREET
TAMPA FL 33604

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and the name of the initial registered agent of this corporation is: EUGENE LASKER JR.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

EUGENE LASKER JR.
210 W WOOD STREET
TAMPA FL 33604

ARTICLE VIII - INCORPORATOR

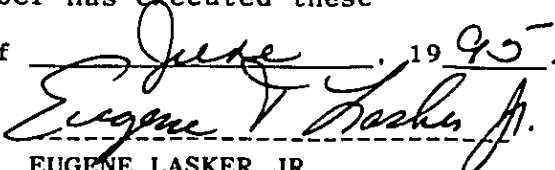
The name and address of the person signing these Articles is:

EUGENE LASKER JR.
210 W WOOD STREET
TAMPA FL 33604

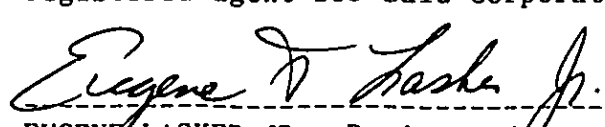
ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed these

Articles of Incorporation, this 28 day of June, 1995.

EUGENE LASKER JR.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


EUGENE LASKER JR., Registered Agent

STATE OF FLORIDA

COUNTY OF

Hillsborough

BEFORE ME, a Notary Public authorized to take acknowledgements
in the state and county set forth above, personally appeared,
EUGENE LASKER JR., known to me and by me to be the person who
executed the foregoing Articles of Incorporation, and acknowledged
before me, that they executed those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL, this 28 day of June,
19 95.

I.D. Provided:

Known to me

Diane M. Baur
Notary Public

My commission expires:



OFFICIAL SEAL
DIANE M. BAUR
My Commission Expires
April 17, 1996
Comm. No. CC 186871

P95000050859

600001885276
-07/05/96--01062--017
****215.00 ****215.00

July 3, 1996

REPLACEMENT FEE 1996

ANNUAL REPORT LBJ WHOLESALE
MOTORWORKS, INC.

DEBIT MEMO: # 63978-F

CHECK #: 1083