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RANDALL J. SILVERBERG

ATTORNEY AT LAW

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SUITE 311

JACKSONVILLE, FLORIDA 32207

RANDALL J. SILVERBERG

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July 11, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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

Re: ROYAL MOTORS OF JACKSONVILLE, INC.

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the Articles of Incorporation for the above referenced corporation. In addition, a check in the amount of \$70.00 is enclosed, which represents the following fees:

Filing Fee	\$35.00
Registered Agent Fee	<u>35.00</u>
Total	\$70.00

Please be advised that we do not wish to receive a certified copy of the Articles of Incorporation at this time, and understand that there is no longer a Charter Tax.

I would appreciate your filing the original of the enclosed Articles of Incorporation, and providing me with a receipt and written proof of filing.

Thank you for your prompt attention to this matter. Should you have any questions or comments with regard to this, please do not hesitate to contact me.

Sincerely,


Randall J. Silverberg

RJS/jme
Enclosures

cc: Mr. Ronald M. Markis,
Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
of
ROYAL MOTORS OF JACKSONVILLE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, and acting as Incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of incorporation for such corporation:

ARTICLE I - NAME AND ADDRESS

The name of the corporation is ROYAL MOTORS OF JACKSONVILLE, INC. The address of the principal office of the corporation is presently unknown, and the mailing address of the corporation is 3635 Holly Grove Avenue, Jacksonville, Florida 32217-4234.

ARTICLE II - COMMENCEMENT

The commencement of the corporate existence of ROYAL MOTORS OF JACKSONVILLE, INC. shall be July 1, 1995.

ARTICLE III - DURATION

This corporation's period of duration is perpetual.

ARTICLE IV - CORPORATE PURPOSE

The corporation is organized under the Florida Business Corporation Act for any lawful purpose or purposes.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue Six Hundred (600) shares of common voting stock, all of one class without par

value. The corporation is not authorized to issue any preferred or special class shares.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent and the street address of the initial Registered Office of this corporation are as follows:

RANDALL J. SILVERBERG
3740 Beach Boulevard, Suite 311
Jacksonville, Florida 32207

The above named initial Registered Agent is an individual who resides in the State of Florida and whose business office is identical with such registered office.

ARTICLE VII - BOARD OF DIRECTORS

The Board of Directors shall initially consist of one (1) director. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII - INITIAL DIRECTORS

The name and address of the individual who is to serve as the initial director of this corporation is:

RONALD M. MARKIS
3635 Holly Grove Avenue
Jacksonville, Florida 32217-4234

ARTICLE IX - COMPENSATION OF DIRECTORS

Compensation of directors shall be fixed by the Board of Directors, unless the Articles of Incorporation or Bylaws provide

otherwise.

ARTICLE X - INCORPORATORS

The name and address of the Incorporator signing these Articles of Incorporation is:

RONALD M. MARKIS
3635 Holly Grove Avenue
Jacksonville, Florida 32217-4234

ARTICLE XI - AMENDMENT OF BYLAWS

1. The corporation's Board of Directors may amend or repeal the corporation's Bylaws unless:

(a) The Articles of Incorporation or the Florida Business Corporation Act reserves the power to amend the Bylaws generally or a particular Bylaw provision exclusively to the shareholders; or

(b) The shareholders, in amending or repealing the Bylaws generally or a particular Bylaw provision, provide expressly that the Board of Directors may not amend or repeal the Bylaws or that Bylaw provision.

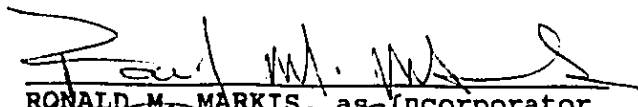
2. The corporation's shareholders may amend or repeal the corporation's Bylaws even though the Bylaws may also be amended or repealed by its Board of Directors.

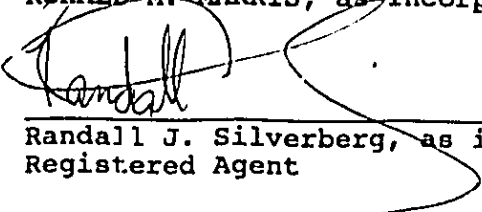
ARTICLE XII - SHAREHOLDERS' PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights such that the shareholders of the corporation have a preemptive right granted on uniform terms and conditions prescribed by the Board of Directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of

Directors to issue them. A shareholder may waive his preemptive right. A waiver evidenced via writing is irrevocable even though it is not supported by consideration. No shareholders' preemptive rights to acquire the corporation's unissued shares, except as expressly provided above, shall exist.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of ~~June~~ ^{July}, 1995.

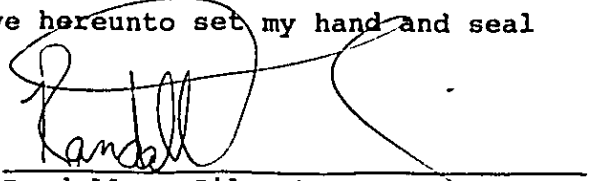

RONALD M. MARKIS, as Incorporator


Randall J. Silverberg, as initial
Registered Agent

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared RONALD M. MARKIS, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument for the purposes described therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of ~~June~~ ^{July}, 1995.


Randall J. Silverberg,
Notary Public, State of Florida



RANDALL J. SILVERBERG
My Commission CC370770
Expires May. 08, 1998
Bonded by HAI
800-422-1555

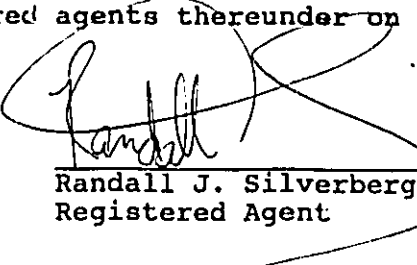
ACCEPTANCE OF DESIGNATION BY REGISTERED
AGENT OF ROYAL MOTORS OF JACKSONVILLE, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned individual, RANDALL J. SILVERBERG, resident of the State of Florida, whose business office is identical with the registered office set forth in the foregoing Articles of Incorporation, hereby accepts, and agrees to act in the capacity of Registered Agent of ROYAL MOTORS OF JACKSONVILLE, INC. and comply with the provisions of all statutes relative to the proper and complete performance of his duties, and accepts the duties and obligations of the Florida Business Corporations Act incumbent upon registered agents thereunder on behalf of the aforementioned corporation.



Randall J. Silverberg, as
Registered Agent