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FILED

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July 18, 1995

P95000056496

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: Flag Motor Sales Inc.
Articles of Incorporation

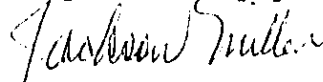
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is my check in the amount of \$122.50 representing the fee for the following:

Filing Articles of Incorporation	\$ 35.00
Designation of Resident Agent	35.00
Certified copy of Articles of Incorporation	<u>52.50</u>
	\$ 122.50

Please return the certificate of filing and the certified copy of the Articles of Incorporation to this office.

Very sincerely yours,



Jackson D. Miller, III

JDM/gi.
Enclosures:

VIA FEDERAL EXPRESS -
AIRBILL NO. 5154031525

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ARTICLES OF INCORPORATION
OF

FLAG MOTOR SALES INC.

I, the undersigned, acting as the sole incorporator of a corporation under the Laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this Corporation is FLAG MOTOR SALES INC.

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE III

Purposes

The purpose this corporation is to transact any or all lawful businesses for which corporations may be incorporated under Chapter 607 Florida Statutes, including but not limited to the sale of automobiles, automobile parts and service.

ARTICLE IV

Capital Stock

This corporation is authorized to issue THREE HUNDRED (300) shares of common stock of a par value of Ten Dollars (\$10.00) a share.

ARTICLE V

Registered Office and Registered Agent

The initial registered agent for this corporation is SHANE WEESE, and the initial registered office is located at 520 - 17th Avenue West, Bradenton, Florida 34205.

ARTICLE VI

Number of Directors

The number of Directors of this Corporation shall not be less than one at any time and shall be such number as prescribed in the By-Laws of this Corporation from time to time and which maximum number shall not exceed the provisions of Florida law. The Directors shall be elected or appointed according to the By-Laws of this Corporation. The name and address of the Director of this Corporation at the time of its incorporation is:

NAME	ADDRESS
THELMA J. WEESE	3811 Garden Lakes Terrace Bradenton, FL 34203

ARTICLE VII

Initial Directors

The name and street address of each member of the first Board of Directors is:

THELMA J. WEESE	3811 Garden Lakes Terrace Bradenton, FL 34208
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ARTICLE IX

Officers

The initial officers of the Corporation shall be:

NAME	OFFICE
THELMA J. WEESE	President
THELMA J. WEESE	Secretary/Treasurer

ARTICLE X

Voting

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation and the Bylaws of this corporation with not less than a two-thirds (2/3) vote of the outstanding and issued common stock.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Bradenton, Manatee County, Florida, on the 18th day of July, 1995.

Signed, Sealed and Delivered
in the Presence of:

James R. Wilson
Printed Name of Witness

Jackson D. Miller III
Printed Name of Witness

As to the signature of the
Director

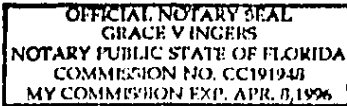
Thelma J. Weese (SEAL)
THELMA J. WEESE

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared
THELMA J. WEESE, who executed the foregoing Articles of
Incorporation, and who is personally known to me X, or who
produced _____ as identification, and
she acknowledged the execution thereof to be her free act and deed
for the purposes therein mentioned.

WITNESS my hand and official seal at said County and State
this 15th day of July, 1995.

My Commission Expires:



Grace V. Vingers
NOTARY PUBLIC
GRACE V. VINGERS
Printed Name of Notary

CERTIFICATE OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT

In pursuance of Chapter 607.034, Florida Statutes, the
following is submitted, in compliance with said Act:

1. The Principal Office of FLAG MOTOR SALES INC.,
a Corporation duly organized and existing under the Laws of the
State of Florida is 520 17th Avenue West, Bradenton, Florida
34205.

2. The Registered Office of this Corporation is: 520 17th
Avenue West, Bradenton, Florida 34205.

3. The Registered Agent of this Corporation is:

NAME

ADDRESS

SHANE WEESE

520 -17th Avenue West
Bradenton, FL 34205

4. The name and address and respective office of each of the officers of this Corporation are:

NAME	ADDRESS	OFFICE
THELMA J. WEESE	3811 Garden Lakes Terr. Bradenton, FL 34203	President
THELMA J. WEESE	13811 Garden Lakes Terr. Bradenton, FL 34203	Secretary/ Treasurer

FLAG MOTOR SALES INC.

By: _____

THELMA J. WEESE, President

ACKNOWLEDGEMENT AND ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept such designation to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

SHANE WEESE
Registered Agent

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