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August 4, 1995

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

300001554473
-03/07795--01071--020
****122.50 ****122.50

Re: Articles of Incorporation - SOUTHERN AUTOMOTIVE, INC.

Dear Sir:

Enclosed is original and one (1) copy of Articles of Incorporation of the above referenced corporation. Also enclosed is my check in the amount of \$122.50 to cover cost of filing the said Articles and certifying one (1) copy of same. Please return the certified copy of the Articles to this office.

Sincerely,



JOSEPH B. ALLEN, III

JBA/mam
Enclosures as stated

FILED
AUG 7 1995
TALLAHASSEE, FLORIDA

D. BROWN AUG - 8 1995

**ARTICLES OF INCORPORATION
OF
SOUTHERN AUTOMOTIVE, INC.**

FILED
95 AUG -7 PM 4:41
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I.

The name of the corporation is SOUTHERN AUTOMOTIVE, INC.

ARTICLE II.

The general character of the business to be transacted by this corporation is:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ten thousand (10,000) of common stock, each share having the par value of \$1.00. Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors, of this corporation at any regular or special meeting.

ARTICLE IV.

The amount of capital with which this corporation shall begin business is FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V.

This corporation shall have perpetual existence.

ARTICLE VI.

The initial street address of the principal office of this corporation is to be 5630 Maloney Ave., Stock Island, Key West, Florida 33040. The Board of Directors may from time to time designate such other post office address and place for the principal office.

ARTICLE VII.

This corporation shall have one director initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

NAME

ROBERT J. KELLY

ADDRESS

28131 Helen Avenue
Summerland Key, Florida 33042

ARTICLE VIII.

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

NAME

ROBERT J. KELLY

ADDRESS

28131 Helen Avenue
Summerland Key, FL 33042

ARTICLE IX.

The corporation registered office shall be at 5630 Maloney Avenue, Stock Island, Key West, Florida 33040. The Board of Directors may from time to time designate such other post office address and place for the principal office of its corporation as it may see fit.

ARTICLE X.

ROBERT J. KELLY shall be registered or resident agent of this corporation and his address is 5630 Maloney Ave., Stock Island, Key West, Florida 33040.

ARTICLE XI.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by him to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the stockholders sign a written statement manifesting their intention, that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of

Incorporation this 3rd day of August, 1995.



ROBERT J. KELLY

STATE OF FLORIDA)
COUNTY OF MONROE)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ROBERT J. KELLY, to me well known and known to me to be the individual described in and who executed the foregoing articles of incorporation or who has produced FL DL as identification and who did take an oath.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Key West, said County and State, this 3rd day of August, 1995.

(SEAL)


NOTARY PUBLIC
My Commission Expires



JOSEPH B. ALLEN, III
COMMISSION # CC 454170
EXPIRES APR 20, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE OF REGISTERED OR RESIDENT AGENT

STATE OF FLORIDA)

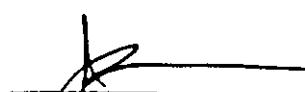
COUNTY OF MONROE)

BEFORE ME, this day personally appeared ROBERT J. KELLY, who being first duly sworn, deposes and says as follows:

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


ROBERT J. KELLY

SWORN TO AND SUBSCRIBED before me this 3rd day of
August, 1995.


NOTARY PUBLIC
My Commission Expires:



FILED
95 AUG -7 PM 4:41
CLERK OF COURT
STATE OF FLORIDA