

P96000003974

2295 Fruitville Road
Sarasota, FL 34237
December 27, 1995

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

Re: Engel Auto Sales, Inc.

Gentlemen:

Enclosed please find the original and a copy of the Articles of Incorporation for the above-referenced entity, and a check in the amount of \$70.00 to cover the filing fee. Please file the Articles as soon as possible. Please have the enclosed copy of the Articles stamped with the filing date, and return to our office in the enclosed envelope, along with your letter providing the assigned document number. We do not need a certified copy.

I would also appreciate you either telephoning (941) 365-4994 or faxing (941) 365-8817 the document number as soon as it has been assigned.

Should you require any additional information, please do not hesitate to contact me at (941) 365-4994.

Very truly yours,

James P. Hausch

James P. Hausch

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DIVISION OF CORPORATIONS
FLORIDA
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**ARTICLES OF INCORPORATION OF
ENGEL AUTO SALES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 10 AM 11:46

ARTICLE 1. - NAME

The name of this corporation is ENGEL AUTO SALES, INC.

ARTICLE 2. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States of America and State of Florida.

ARTICLE 3. - DURATION

The term of existence of the corporation is perpetual.

ARTICLE 4. - POWERS

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

ARTICLE 5. - CAPITAL STOCK

This corporation is authorized to issue 100 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 6. - PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase upon such price, terms and conditions as shall be fixed by the Board of Directors, shares of any class, kind or series of stock in this corporation that may, from time to time, be issued. Such pre-emptive rights shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares in the treasury of the corporation and

shall be exercised in the ratio that the number of shares held by each stockholder at the time of issue bears to the total number of shares outstanding in the name of all stockholders.

ARTICLE 7. - PRINCIPAL OFFICE AND REGISTERED AGENT

The mailing address of the corporation is 2295 Fruitville Road, Sarasota, Florida 34237, and principal office of the corporation and the initial registered office of the corporation is: 2295 Fruitville Road, Sarasota, Florida 34237, and the name of the initial registered agent at such address is: James P. Hausch.

ARTICLE 8. - DIRECTORS

This corporation shall have two (2) directors 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. The names and addressess of the initial directors of this corporation are:

James P. Hausch
2295 Fruitville Road
Sarasota, FL 34237

E. Joan Hausch
2295 Fruitville Road
Sarasota, FL 34237

ARTICLE 9. - INCORPORATORS

The names and addresses of the Incorporators are:

James P. Hausch
2295 Fruitville Road
Sarasota, FL 34237

E. Joan Hausch
2295 Fruitville Road
Sarasota, FL 34237

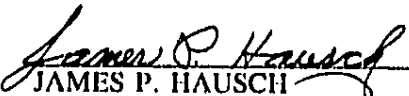
ARTICLE 10. - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing the votes on the same principal among any number of the candidates.

ARTICLE 11. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

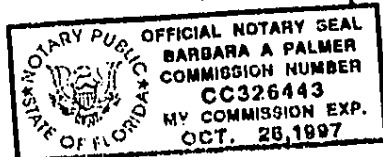
The undersigned Incorporators have executed these Articles of Incorporation on the 8th day of January, 1996.


JAMES P. HAUSCH


E. JOAN HAUSCH

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 8th day of January, 1996, by JAMES P. HAUSCH, as an Incorporator.

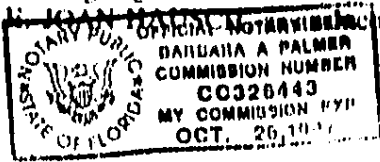



BARBARA A. PALMER, Notary Public

Personally Known X OR Produced Identification _____
Type of Identification Produced _____

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 8th day of January, 1996, by KEAN HALL INC. incorporator.



Barbara A. Palmer
BARBARA A. PALMER, Notary Public

Personally Known X OR Produced Identification _____
Type of Identification Produced _____.


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STATE OF OHIO
DEPARTMENT OF REVENUE
96 JAN 10 AM 11:46

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
ENGEL AUTO SALES, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: January 8, 1996.



JAMES P. HAUSCH
Registered Agent