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TRANSMITTAL LETTER
FOR FLORIDA PROFIT CORPORATION

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-01/17/96--01/08--016
*****70.00 *****70.00

SUBJECT CAR WORLD 111- DBA/ CAR WORLD

Enclosed is an original and (1) one copy of the Articles of Incorporation and a check for Filing Fee and Registered Agent Designation.

FROM - CAR WORLD INC.
1668 N. MILITARY TRAIL
W. PALM BEACH, FLA.
33409

Donna Tomlinson GAVE
AUTHORIZATION BY PHONE TO
CORRECT corp. name take DBA
DATE 1-22-96
DOO. EXON AK

407-683-7143-- Attent: Donna Tomlinson

When finished processing the above could you please Airborne
back to us at the above address- Account # 52605744

Thankyou

Donna Tomlinson

AL JAN 22 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 17 PM 1:26

ARTICLES OF INCORPORATION
OF
CAR WORLD 111, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 17 PM 1:26

The undersigned natural person competent to contract does hereby subscribe to these Articles of Incorporation and to form a corporation for profit under the laws of the State of Florida.

ARTICLE 1.

The name of this Corporation is CAR WORLD 111, INC.

ARTICLE 11.

The general nature of the business to be transacted by this Corporation is to retail, wholesale and lease motor vehicles. This Corporation shall also have the powers provided in Florida Statutes 1989, Sec. 607.

ARTICLE 111.

This Corporation shall have perpetual existence.

ARTICLE 1V.

The Corporation shall have the authority to issue 100 Shares of Capital Stock of one class only, which shares shall have a par value of \$5.00 per share.

ARTICLE V.

The initial amount of capital with which this Corporation is to begin business is \$500.00.

ARTICLE VI

The Corporation's principal place of business and the mailing address is: 1668 N. MILITARY TRAIL, W. PALM BEACH, FL. 33409. The name and address of its initial registered agent is James F. Swan, 1668 N. MILITARY TRAIL, W. PALM BEACH, FL. 33409.

ARTICLE VII

This corporation shall initially have one director. The number of Directors may be increased or decreased by majority vote of the shareholders. The name and address of the initial officer and Board of Directors is as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
JAMES F. SWAN	President/Treasurer & Director	1668 N. MILITARY TRAIL W. PALM BEACH, FLA. 33409

ARTICLE VIII.

The name and address of the Subscriber to these Articles of Incorporation and the number of shares each agrees to take as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
JAMES F. SWAN	1668 N. MILITARY TRAIL W. PALM BEACH, FLA. 33409	100

ARTICLE IX.

These Articles of Incorporation may be amended in the manner provided by law,

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation this 16th day of January, 1996.


JAMES F. SWAN

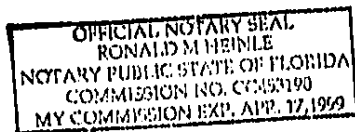
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DIVISION OF CORPORATIONS

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STATE OF FLORIDA)
) as
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements personally appeared JAMES F. SWAN, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 16th day of January, 1996.



R. M. Heinle

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of the above named Corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned individual hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 16th day of January, 1996.

James F. Swan

JAMES F. SWAN