Michael S. Vincent P96000008187
Certified Public Accountant
1520 Simmons Dr., Clearwater, Florida 34616-2327 Voice 813-441-8614 Fax 813-442-4415

January 08, 1996

Florida Division of Incorporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: Cars "R" Us of Pinellas, Inc.

****122.50 ****122.50

Dear Sir or Madam:

Enclosed are two (2) copies of the Articles of Incorporation for the above referenced corporation. Also enclosed is our client's check in the amount of $ 122.50 for the fees for filing and receiving a certified copy of the Articles of incorporation.

96 JAN 25 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If further information is required for purposes of this filing, please let us know.

Very truly yours,

Michael S. Vincent

Michael S. Vincent, CPA

W96-1378

1-18-96

Ian S. Urquhart
Enclosures

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 18, 1996

MICHAEL S. VINCENT CPA
1500 SIMMONS DRIVE
CLEARWATER, FL 34616-2327

SUBJECT: CARS "R" US OF PINELLAS, INC.
Ref. Number: W96000001378

We have received your document for CARS "R" US OF PINELLAS, INC. and check(s) totaling $122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 996A00002308

ARTICLES OF INCORPORATION
OF
CARS "R" US OF PINELLAS, INC.

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

FILED
96 JAN 26 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation shall be:

Cars "R" Us of Pinellas, Inc.

The principal office and mailing address of this corporation shall be:

2608 10th Avenue SW
Largo, Florida 34640

ARTICLE II

Existence of Corporation

This corporation shall begin existence on January 22, 1996, and shall have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power:

(a) To sue and be sued, complain, and defend in its corporate name.

(b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.

(c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.

(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

(e) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.

(g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation.

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

(i) To conduct its business, locate offices, and exercise the powers granted by law within or without this state.

(j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(k) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation.

(l) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(m) To transact any lawful business that will aid governmental policy.

(n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall consist of one class only and shall be comprised of 1,000,000 shares of common capital stock having a par value of $1.00 per share of which (i) 500,000 shares shall be designated voting shares (the "Voting Shares"), entitling the holders thereof to one (1) vote with respect to all matters to be properly voted on by the stockholders of the corporation, and (ii) 500,000 shares shall be designated non-voting shares (the "Non-Voting Shares"), entitling the holders thereof to no voting rights. Each Voting Share and each Non-Voting Share shall participate equally in all dividends paid by the corporation and in the assets of the corporation upon its liquidation or dissolution. All or any part of the Shares may be paid for in cash, in property, or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 1520 Simmons Drive, Suite One, Clearwater, Florida 34616 and the name of the corporation's initial registered agent at such address is Michael S. Vincent. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be three (3), and the name and address of each person who is to serve as a member thereof is as follows:

Name	Address
Ian Urquhart	2608 10th Avenue SW Largo, Florida 34640
James C. Gilbert	2608 10th Avenue SW Largo, Florida 34640
Henry Urquhart, Jr.	c/o 2608 10th Avenue SW Largo, Florida 34640

ARTICLE VIII

Incorporators

The name and address of the incorporator of this corporation is as follows:

Name	Address
Ian Urquhart	2608 10th Avenue SW Largo, Florida 34640

ARTICLE IX

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now and hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

Ian Urquhart

Ian Urquhart

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9 day of Jan, 1996, by IAN S. URQUHART, who is personally known to me or has produced Florida Drivers License as identification.

WHO IS/ARE PERSONALLY KNOWN TO
ME OR WHO PRODUCED A FLORIDA DL
AS ID AND WHO DID NOT TAKE ANY OATH.

ANNA MARIE HONAN
MY COMMISSION # CC 439390
EXPIRES: February 16, 1999
Bonded Thru Notary Public Underwriters

Anna Marie Honan

Print Name

Notary Public

My commission Expires:

CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept, the obligation provided for in Section 607.0501(3), Florida Statutes.

Signature *Michael S. Vincent*
Michael S. Vincent
Registered Agent

Date *1/8/96*

FILED
96 JAN 26 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000008187

1201 Hays Street
Tallahassee, FL 32301-2607
904 [illegible]
904 [illegible] FAX

800-342-8086

CSC networks
Prentice Hall
Legal & Financial Services

ACCOUNT NO. : 072100000032

REFERENCE : 009268 4326591

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 87.50

ORDER DATE : July 3, 1996

ORDER TIME : 10:48 AM

ORDER NO. : 009268

CUSTOMER NO: 4326591

CUSTOMER: Mark T. Tate, Esq
Fowler White Gillen Boggs
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

900001883889

DOMESTIC AMENDMENT FILING

NAME: CARS "R" US OF PINELLAS, INC.

FILED
96 JUL -3 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: ______

NC [illegible] 7/3

AMENDMENT TO ARTICLES OF INCORPORATION

OF

CARS "R" US OF PINELLAS, INC.

FILED
96 JUL -3 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of CARS "R" US OF PINELLAS, INC. were filed with and approved by the Secretary of State of the State of Florida effective the 22nd day of January, 1996; and

WHEREAS, it is the intention of all of the directors and all of the stockholders of CARS "R" US OF PINELLAS, INC. that the Articles of Incorporation of CARS "R" US OF PINELLAS, INC. be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment was approved and adopted by all of the directors of CARS "R" US OF PINELLAS, INC., pursuant to the provisions of Florida Statutes, Section 607.0821, on the 22nd day of JUNE, 1996; and

WHEREAS, the proposed amendment was approved and adopted by all of the stockholders comprising the only voting group of stockholders of CARS "R" US OF PINELLAS, INC., pursuant to the provisions of Florida Statutes, Section 607.0704, on the 22nd day of June, 1996; and

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of CARS "R" US OF PINELLAS, INC. are hereby amended by deleting in its entirety the present Article I and by substituting therefor the following, to-wit:

"ARTICLE I

Name

The name of this corporation shall be:

Autopia, Inc."

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of CARS "R" US OF PINELLAS, INC., by its President and Secretary this 22nd day of June, 1996.

CARS "R" US OF PINELLAS, INC.

By: Ian Urquhart
Ian Urquhart, President and Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22nd day of JUNE, 1996, by IAN URQUHART, President and Secretary of CARS "R" US OF PINELLAS, INC., a Florida corporation, who is personally known to me or who has produced ____________ as identification.

Cynda L. Lairson
CYNDA L. LAIRSON
Print Name

Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
CYNDA L. LAIRSON
COMMISSION # CC 511285
EXPIRES JAN 03, 2000
BONDED THRU
ATLANTIC BONDING CO., INC

MTT\1939