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TRANSMITTAL LETTER

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TALLAHASSEE, FLORIDA

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

Subject: B & S AUTO SALES, INC.

(proposed corporate name)

Enclosed please find an original and one (1) copy of the
Articles of Incorporation for the above named corporation
and check in the amount of \$78.25 for filing fee,
certificate designating place of business, and certificate
of status.

FROM: Robert Huerta
936 N. Wabash Ave.
Lakeland, FL 33801
(941) 686-5663

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ARTICLES OF INCORPORATION

OF

B & S AUTO SALES, INC.

The undersigned incorporator(s) to these Articles of Incorporation, all of whom are natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is:

B & S AUTO SALES, INC.

**ARTICLE II. PERMITTED BUSINESS
AND ACTIVITIES**

The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of the business of auto sales and services and to engage in any related business.

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) hereof.

(k) Enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and

does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 10,000 common stock, having a par value of NO DOLLAR (\$0.00) per share. The consideration to be paid for each share be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV. TERM OF EXISTENCE

The existence of this corporation is to begin upon the filing of these Articles and shall continue perpetually thereafter.

ARTICLE V. PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of the corporation in the State of Florida is:

936 N. Wabash Ave.
Lakeland, FL 33801

The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is :

936 N. Wabash Ave.
Lakeland, FL 33801

The name of the corporation's initial registered agent at that address is:

Robert Huerta

The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws.

ARTICLE VIII. DIRECTOR'S POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or any by laws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other firm of which one or more of its directors as members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, and in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE IX. ORIGINAL DIRECTORS

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

NAME	ADDRESS
Robert Huerta	6013 N. Manhattan Ave. Tampa, Fl 33614
Janet A. Phillips	16302 Bonnevillle Dr. Tampa, Fl 33624

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE X. INCORPORATORS

The name and address of the incorporators to these Articles of Incorporation and their receptive initial ownership interests are:

NAME	ADDRESS	OWNERSHIP
Robert Huerta	6013 N. Manhattan Ave. Tampa, Fl 33614	50%
Janet A. Phillips	16302 Bonnevillie Dr. Tampa, Fl 33624	50%

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

ARTICLE XII. ACTION OF SHAREHOLDERS
WITHOUT MEETING

No action of the shareholders may be taken without a meeting, unless a consent in writing setting forth the action to be taken shall be signed by all of the shareholders of the corporation who are entitled to vote and

be filed with the secretary of the corporation as part of the corporate records. It is not necessary that all shareholders sign the same document.

Robert Huerta
Robert Huerta Fla. Drivers License

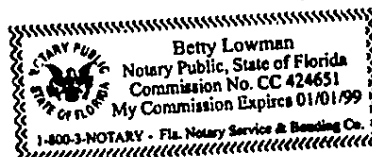
STATE OF FLORIDA
COUNTY OF POLK

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 Robert Huerta, the person designated in and who executed the foregoing Articles of Incorporation, and Robert Huerta acknowledged that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 31 day of January, 1996.

Betty Lowman BETTY Lowman
Notary Public

My commission expires:
(affix notarial seal)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

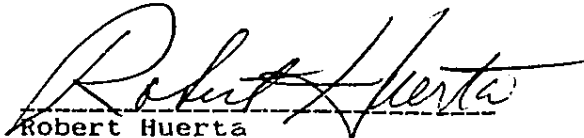
In pursuance of Chapter 48.091, Florida Statutes,
the following is submitted in compliance with said Act:

That B & S AUTO SALES, INC.

desiring to organize under the laws of the State of Florida,
with its principal office, as indicated in the Articles of
Incorporation, at the city of Lakeland, county of Polk,
State of Florida, has named Robert Huerta, located at 936
N. Wabash Ave.; Lakeland, FL 33801 as its agent to
accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for
the above-stated corporation, at the place designated in
this certificate, I hereby accept to act in this capacity
and agree to comply with the provision of said act relative
to keeping open said office.


Robert Huerta
Registered Agent

SEPT-2 AM 9:39
CLERK OF STATE
TALLAHASSEE, FLORIDA