

P96000014/36

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

52280

RE: T.C. Motor

96 FEB 16 AM 11:00

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

SECRETARY OF STATE DISBURSED
 TALLAHASSEE, FLORIDA

EFFECTIVE DATE
 2-12-96

- Capital Express™
- Art. of Inc. File
- _____ Corp. Record Search
- _____ Ltd. Partnership File
- _____ Foreign Corp. File
- () Cert. Copy(s)
- _____ Art. of Amend. File
- _____ Dissolution/Withdrawal
- _____ C U S.
- _____ Filiclitous Name File **100001716851**
 -02216796--01006--025
- _____ Name Reservation *****122.50 *****122.50
- _____ Annual Report/Reinstatement
- _____ Reg. Agent Service
- _____ Document Filing
- _____ Corporate Kit
- _____ Vehicle Search
- _____ Driving Record
- _____ Document Retrieval
- _____ UCC 1 or 3 File
- _____ UCC 11 Search
- _____ UCC 11 Retrieval
- _____ File No.'s, _____ Copies
- _____ Courier Service
- _____ Shipping/Handling
- _____ Phone ()
- _____ Top Priority
- _____ Express Mail Prep.
- _____ FAX () pgs.

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

96 FEB 16 AM 11:00
 RECEIVED
 DISBURSED

PH 2/16/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	<u>12:00</u>	_____	CK No. _____
BY	<u>PC</u>	_____	_____

WALK-IN 2/16 12:00
 Will Pick Up

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

T.C. MOTORS, INC.

FILED

96 FEB 16 AM 11:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

EFFECTIVE DATE

2-13-96

Article I - Name and Address

The name of the corporation is T.C. MOTORS, INC., and the initial street address is Copans Commerce Park, 1952 Northwest 55th Avenue, Margate, Florida 33063.

Article II - Commencement and Duration

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

Article III - Purpose

The corporation is formed for the following purposes:

To carry on any business whatsoever that this corporation may deem proper or convenient or, in addition thereto, that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to do all things and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated shall, except where otherwise stated, be in no wise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent

purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

Article IV - Stated Capital

The corporation is authorized to issue One Thousand (1,000) Shares of capital stock, which shall be all of the same class at One Dollar (\$1.00) par value per share.

Article V - Incorporator

The name and address of the Incorporator to these Articles of Incorporation is: PAUL J. TAVILLA, Copans Commerce Park, 1952 Northwest 55th Avenue, Margate, Florida 33063.

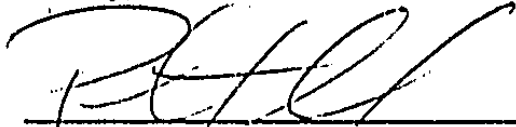
Article VI - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is Copans Commerce Park, 1952 Northwest 55th Avenue, Margate, Florida 33063, and the name of the initial registered agent of the corporation at that address is PAUL J. TAVILLA.

Article VII - Preemptive Rights

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind, or series of stock in this corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 13 day of February, 1996.

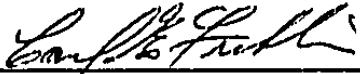


PAUL J. TAVILLA (SEAL)

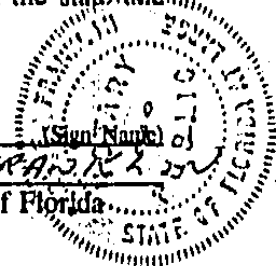
STATE OF FLORIDA)
 :
COUNTY OF BROWARD)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared PAUL J. TAVILLA, who is personally known to me or has produced _____ as identification, and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

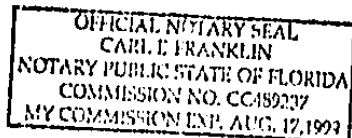
Witness my hand and official seal this 13 day of February, 1996, in the state and county aforesaid.



Print Name: CARL E. FRANKLIN
Notary Public, State of Florida



My Commission expires:



CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to chapter 607.0501, Florida Statutes, the following is submitted:

That T.C. MOTORS, INC., having been organized under the laws of the State of Florida, with its principal office, as stated in the Articles of Incorporation, has appointed a registered agent, to wit:

PAUL J. TAVILLA, located at Copans Commerce Park, 1952 Northwest 55th Avenue, Margate, Florida 33063, County of Broward, State of Florida, and has authorized this registered agent to accept service of process within the State and perform any other duties so required by law.

ACKNOWLEDGMENT and ACCEPTANCE:

FILED

Having been named as the registered agent for T.C. MOTORS, INC., at the registered office designated in this Certificate, I hereby acknowledge and accept said appointment and further acknowledge being familiar with and accepting the obligations and responsibilities of a registered agent as provided under Florida law.

96 FEB 16 11 44 AM '96
SECRET
TALLAHASSEE, FLORIDA



PAUL J. TAVILLA

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