

P9600005091

MARK D. SHELNUTT, P. A.
ATTORNEY AT LAW

400 N. E. FORT KING STREET
OCALA, FLORIDA 34471
(904) 888-0000
FAX (904) 888-0040

CRIMINAL LAW
REGISTERED TRIAL PRACTICE
REGISTERED GENERAL PRACTICE
TRIAL PRACTICE-PERSONAL
INJURY AND WRONGFUL DEATH

January 30, 1996

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-02/01/96--01076--001
***122.50 ***122.50

Secretary of State
Division of Corporations
Department of State
Att'n: New Filing Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation - INTERNATIONAL MOTORCARS,
LTD.

Dear Ladies:

Enclosed please find the original and one copy of the Articles
of Incorporation for INTERNATIONAL MOTORCARS, LTD.

Also enclosed is a check in the amount of \$122.50 as and for
the required filing fee.

Upon filing and issuance of the Charter, please return the
Charter and certified copy of the recorded Articles of
Incorporation to me.

Thank you for your assistance in this matter.

Yours very truly,

MARK D. SHELNUTT, P. A.

/dls
Enclosures

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005027
006071

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1996

MARK D. SHELNUT PA
409 SE FORT KING STREET
OCALA, FL 34471

SUBJECT: INTERNATIONAL MOTORCARS, LTD.
Ref. Number: W96000002724

We have received your document for INTERNATIONAL MOTORCARS, LTD. 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 use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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: 296A00005081

ARTICLES OF INCORPORATION
OF

INTERNATIONAL MOTORCAR GROUP LTD, INC.

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary 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, Chapter 607.

ARTICLE I

The name of this corporation shall be:

INTERNATIONAL MOTORCAR GROUP LTD, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the limited States of America and of the State of Florida.

ARTICLE III

The total number of shares of capital stock authorized to be issued by the corporation shall be One Thousand (1,000) shares having a par value common of One Dollar (\$1.00) per share. All stock shall be of one class.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation will begin business will be \$250,000.00.

ARTICLE V

EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE VI

REGISTERED AGENT

The name and address of the Registered Agent to accept service of process within the State is:

MARK D. SHELNUTT, P.A.
409 S.E. Ft. King Street
Ocala, Florida 34471

ARTICLE VII

INCORPORATOR

The incorporator of the corporation is:

JOSEPH WAYNE HILL, JR.
1502 S.E. 43rd Terrace
Ocala, Florida 34471

ARTICLE VIII

DIRECTORS

The corporation shall have one (1) Director. The initial Director is:

JOSEPH WAYNE HILL, JR.
1502 S.E. 43rd Terrace
Ocala, Florida 34471

ARTICLE IX

PRINCIPAL OFFICE

The principal office where this corporation shall have its principal place of business is:

1502 S.E. 43rd Terrace
Ocala, Florida 34471

ARTICLE X

OFFICERS

The Officers of the corporation shall be:

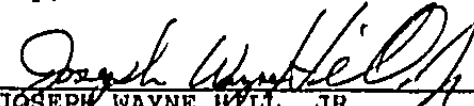
President	- JOSEPH WAYNE HILL, JR. 1502 S.E. 43rd Terrace Ocala, Florida 34471
Vice-President	- SCOTT MICHAEL HILL
Secretary	1502 S.E. 43rd Terrace
Treasurer	Ocala, Florida 34471

ARTICLE XI

BYLAWS

The power to adopt, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

DATED this 30 day of January, 1996.


JOSEPH WAYNE HILL, JR.
Incorporator

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared JOSEPH WAYNE HILL, JR., who is personally known to me or who has produced Driver's License as identification, and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.


JOSEPH WAYNE HILL, JR.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ocala, in said County and State this 30 day of January, 1996.




Notary Public, State of Florida
My commission expires:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT

INTERNATIONAL MOTORCAR GROUP LTD, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF OCALA, STATE OF FLORIDA, HAS NAMED MARK D. SHELNUTT, P.A., LOCATED AT 409

S.E. FT. KING STREET, CITY OF OCALA, STATE OF FLORIDA, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Joseph Wayne Webb Jr.
(Corporate Officer)

TITLE

President

DATED

January 30, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY 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.

SIGNATURE

[Signature]

DATED

1/30/96

RECEIVED
55 FEB 14 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA