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Michael G. Pesacov  
3270 Fowler Street, Suite 1  
Ft. Myers, FL 33901  
(941)275-2030

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Secretary of State  
Division of Corporations  
Capitol Building  
Tallahassee, FL 32301

3/18/96

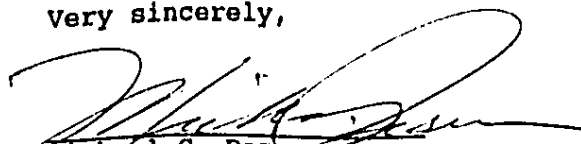
Gentlemen,

Enclosed are:

1. Two (2) copies of the Articles of Incorporation of U.S. Motor Co..
2. Appointment of a Registered Agent of Filing Purposes.
3. A check for \$122.5 to cover filing fees and the cost of certified copy of the Articles.

Please send me a certified copy.

Very sincerely,

  
Michael G. Pesacov

FILED  
96 MAR 21 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2002  
3-27-96

ARTICLES OF INCORPORATION  
OF  
U. S. MOTOR CO.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is U. S. MOTOR CO..

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of buying and selling of motor vehicles and transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE VII - STOCK TRANSFER RESTRICTIONS

Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the shareholders.

SHAREHOLDER  
MICHAEL G. PESACOV

NUMBER OF SHARES  
1000 Shares

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the initial principle office will be 3270 Fowler Street, Suite 1, Ft. Myers, FL 33901 and the name of the initial registered agent of this corporation at that address is Michael G. Pesacov.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify each Officer including former Officers, to the full extent permitted by law.

ARTICLE X - BYLAWS

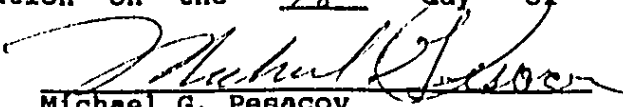
All alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE XI - INCORPORATORS

The name and address of the Incorporator signing these articles are:

Michael G. Pesacov 15143 Sea Breeze Cove Circle,  
Ft. Myers, FL 33908  
Lee County

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 18 day of MARCH, 1996.

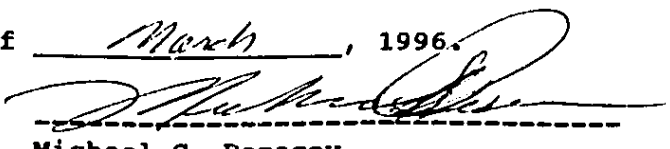
  
Michael G. Pesacov  
Incorporator

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LEE COUNTY, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above corporation, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity. I am familiar with and accept the obligations provided for in Florida Statutes Section 607.325.

DATED this 18 day of March, 1996.

  
Michael G. Pesacov  
Registered Agent