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FELDMAN & ROBACK
ATTORNEYS AT LAW

3908 26TH STREET WEST • BRADENTON, FLORIDA 34205-3510 • 941/758-8888 • FAX 941/751-5556

FILED
MAN H. FELDMAN
JOSEPH ROBACK
96 JUL -5 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3 July 1996

Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32301

100001885631
-07/05/96--01093--013
*****70.00 *****70.00

EXPIRATION DATE

7-1-96

FEDERAL EXPRESS OVERNIGHT COURIER

Re: Arcadia Motors
F&R File No. 8276

To Whom It May Concern:

Enclosed are Articles of Incorporation for the above corporation, along with my check in the amount of \$70.00 as the filing fee and the fee for designation of the registered agent.

Also enclosed is a photocopy of the Articles of Incorporation. Please stamp this copy with the filing information and return that copy to this office.

Thank you for your attention to this matter.

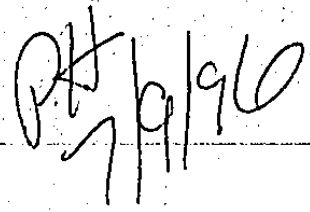
Yours truly,


Marc H. Feldman

MHF/tmc

DISPATCHED BY MAIL 7/5/96 11:45:15

cc: R.J. Snively



ARTICLES OF INCORPORATION

FILED

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These Articles of Incorporation are adopted for the purpose of forming a corporation under the laws of the State of Florida, to be filed with the Florida Department of State, as follows:

ARTICLE ONE: NAME

The name of the corporation is Arcadia Motors, Inc., and its mailing address shall be 715 North Brevard Avenue, Arcadia, Florida 34266, until and unless such address is subsequently changed by the corporation.

ARTICLE TWO: COMMENCEMENT AND DURATION

The corporation shall commence its corporate existence on 1 July 1996 and it shall exist perpetually thereafter until dissolved according to law.

ARTICLE THREE: PURPOSE

The corporation is organized for the purpose of transacting any and all business permitted corporations under Florida law.

ARTICLE FOUR: CAPITALIZATION

The corporation shall have the authority to issue 100,000 shares of common stock with a par value of 1.00 per share. The shares of stock may be issued for such consideration, having a value not less than the par value thereof, as is determined from time to time by the Board of Directors, to be paid in cash, in property, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration for such shares has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE FIVE: DIRECTORS

The corporation shall have an initial Board of two Directors. The number of Directors may thereafter be changed from time to time in accordance with the By-Laws of the corporation. The initial Directors shall hold office until the election of successor Directors by the shareholders or until earlier resignation or removal in accordance with the By-Laws of the corporation and Florida law. The following persons shall be the initial Directors of the corporation:

R.J. Snavelly, 4208 99th Street West, Bradenton, Florida 34209
Charles Woodard, 715 North Brevard Avenue, Arcadia, Florida 34266

ARTICLE SIX: BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors; however, the Shareholders may also adopt, alter, amend, or repeal By-Laws in which event the Shareholders may provide in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Directors.

ARTICLE SEVEN: AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation then outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

ARTICLE EIGHT: REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is to be at 3908 26th Street West, Bradenton, Florida, 34205, and the initial Registered Agent at that address is Marc H. Feldman. Such registered office and agent may be changed by the corporation upon filing a proper notice of such change with the Florida Department of State.

ARTICLE NINE: PREEMPTIVE RIGHTS

Each Shareholder of the corporation shall have the first right to purchase shares and securities convertible into shares of any class, kind or series of stock in the corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of the corporation, in the ratio that the number of shares the Shareholder 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 days after receipt of a notice in writing from the corporation, stating the price, terms, and conditions of the issue of shares, and inviting the Shareholder to exercise such preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the corporation within thirty days of receipt of notice from the corporation.

ARTICLE TEN: INCORPORATOR

This corporation is being formed by Marc H. Feldman, 3908 26th Street West, Bradenton, Florida 34205.

In Witness Whereof, I subscribe to these Articles of Incorporation on 1 July-1996.



Marc H. Feldman

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96 JUL -5 AM 11:30

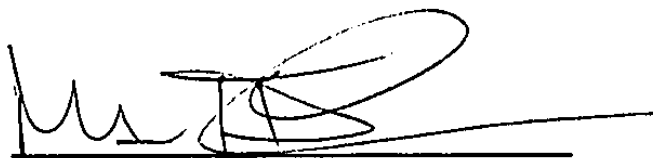
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Marc H. Feldman, accept my appointment as Registered Agent for Arcadia Motors, Inc., and will maintain the registered office of the corporation in Manatee County, Florida, at 3908 26th Street West, Bradenton, Florida 34205-3510.

I am familiar with and accept the obligations imposed upon me as Registered Agent under Florida Law.

Dated: 1 July 1996.

A handwritten signature in black ink, appearing to read 'M. Feldman', with a long horizontal line extending to the right.

Marc H. Feldman