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JAMES R. Bennett, Esq.
Requestor's Name

P.O. Box 1011
Address

Panacea FL 904
City/State/Zip Phone # 984-0080

32346

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DIVISION OF CORPORATION

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. QUALITY Motors, Inc.
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

B. REGISTER OCT 15 1996

ARTICLES OF INCORPORATION

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the State of Florida, adopt the following articles of incorporation:

FIRST

The name of the corporation is: Quality Motors, Inc.

SECOND

The period of its duration is: Until dissolved by the Board of Directors or terminated by an Act of Law.

THIRD

The purpose of the corporation is: To conduct any and all lawful business activities as provided by Florida Statutes as well as to specifically sell cars and trucks and to finance cars and trucks. To purchase and receive in the corporate name, shares of whatever nature or class of foreign or domestic corporations to trade, sell, transfer, transfer of hold these shares for the corporate benefit. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise admissible lawful purposes which may become necessary, profitable or desirable.

FOURTH

The aggregate number of authorized shares is: 100 (one hundred), no par value.

FIFTH

The corporation will not commence business until at least \$1.00 (one) dollar and other valuable consideration has been received by it as consideration for the issuance of shares.

SIXTH

Cumulative voting of shares of stock authorized: One share of Common Stock equals one vote.

SEVENTH

There are no provisions which limit or deny the preemptive right of the shareholders to acquire additional or treasury shares of stock.

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EIGHTH

Provisions for regulating the internal affairs of the corporation are established by the by-laws.

NINTH

The address of the initial registered office of the corporation is: 2775 Crawfordville Highway, Crawfordville, Florida 32327. The name of its initial registered agent for Service of Process at such address is: Mr. Otho L. Lyles.

TENTH

The address of the principal place of business is: 2775 Crawfordville Highway, Crawfordville, Florida 32327.

ELEVENTH

The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Mr. Otho L. Lyles, President/Treasurer, 2775 Crawfordville Highway, Crawfordville, Florida 32327. Mr. Otho L. Lyles is a 51% owner of Quality Motors, Inc.

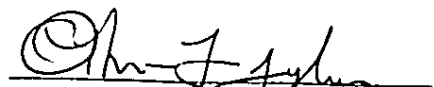
Mr. Mike Benedict, Vice President/Secretary, 2775 Crawfordville Highway, Crawfordville, Florida 32327. Mr. Mike Benedict is a 49% owner of Quality Motors, Inc.

TWELFTH

The name and address of the incorporator is:

Mr. Otho L. Lyles, 2775 Crawfordville Highway, Crawfordville, Florida 32327.

The undersigned has executed these Articles of Incorporation on the 14 day of SEPTEMBER, 1996.


Mr. Otho L. Lyles, President

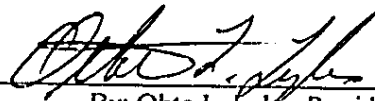
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is **Quality Motors Inc.**
2. The name of the registered agent is **Mr. Otho L. Lyles.**
3. The address of the registered agent/registered office is **2775 Crawfordville Highway, Crawfordville Florida 32327.**

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



By: Otho L. Lyles, President

September 14, 1996

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