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FILED
56 NOV 12 AM 9 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

November 7, 1996

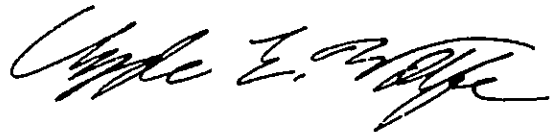
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****122.50 ****122.50

Re: Blue Car, Inc.

Enclosed herewith please find the original and one (1) copy of the Articles of Incorporation regarding the above-captioned. Also enclosed is my check in the amount of \$122.50 covering the various fees.

Thanking you for your continued cooperation, I remain,

Very truly yours,



Clyde E. Wolfe

CEW:ef
Encls.

nc 11-14-96

ARTICLES OF INCORPORATION OF BLUE CAR, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is BLUE CAR, INC.

ARTICLE TWO
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 5205 Timucua Circle, St. Augustine, Florida 32086.

ARTICLE THREE
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of the production of leathergoods and other works of art.

2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be without par value.

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TALLAHASSEE, FLORIDA

W. J. W.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5205 Timucua Circle, St. Augustine, Florida 32086, and the name of its initial registered agent at such address, is WALTER R. JOHNSON.

ARTICLE SEVEN
DIRECTORS

The number of directors constituting the corporation's initial board of directors is TWO. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
WALTER R. JOHNSON	5205 Timucua Circle St. Augustine, Florida 32086
VIRGINIA C. JOHNSON	5205 Timucua Circle St. Augustine, Florida 32086

ARTICLE EIGHT
INCORPORATORS

The name and address of each incorporator is:

NAME	ADDRESS
WALTER R. JOHNSON	5205 Timucua Circle St. Augustine, Florida 32086
VIRGINIA C. JOHNSON	5205 Timucua Circle St. Augustine, Florida 32086

1st Executed by the undersigned at St. Augustine, Florida, on the
day of November, 1996.

Virginia C. Johnson
VIRGINIA C. JOHNSON

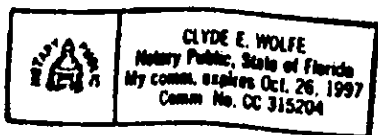
Walter R. Johnson
WALTER R. JOHNSON

STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared VIRGINIA C. JOHNSON and WALTER R. JOHNSON, who proved their identity to me and who after being duly sworn, depose and say that

they have read the foregoing instrument, understand the same and they acknowledge the execution of the foregoing instrument for the purposes expressed therein of their own free act and will and with full knowledge of the consequences thereof.

SWORN TO AND SUBSCRIBED on the 1st day of November,



Clyde E. Wolfe
Notary Public
State of Florida, at Large
My Commission Expires:

(SEAL)

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to 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 BLUE CAR, INC..
2. The name of the registered agent is WALTER R. JOHNSON.
3. The address of the registered agent/registered office is 5205 Timucua Circle, St. Augustine, Florida 32086.

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.

DATE: November 1, 1996

Walter R. Johnson
WALTER R. JOHNSON

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