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December 17, 1996

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

Attention: DOMESTIC CORPORATION SECTION
Re: TOWERWOOD MOTORS, INC.

800002035398-4
-12/24/96-01035-002
***122.50 ***122.50

Dear Sir:

Enclosed you will find an original and a copy of the Articles of Incorporation of the caption entity. Please certify the copy and return it to this office.

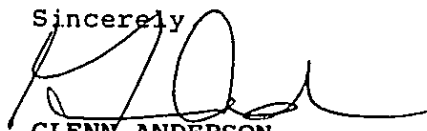
Also enclosed you will find my check in the amount of \$122.50 to cover the following items of costs concerning this transaction:

Filing Fees:	\$ 35.00
Certified copy of Articles of Incorporation	52.50
Certificate of Registered Agent	35.00
	<u>\$122.50</u>

Please note that we have designated the Registered Agent in the Articles of Incorporation.

Thank you for your continued courtesy and cooperation in this matter.

Sincerely



GLENN ANDERSON
Counselor at Law

GA:maj
encl.

nc 12/30/96

ARTICLES OF INCORPORATION

OF

TOWERWOOD MOTORS, INC.

ARTICLE I - NAME

The name of this corporation is TOWERWOOD MOTORS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually. Corporate existence shall commence with the filing of these articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address and mailing address of the initial registered office of this corporation is 2920 US Alt. 27, S. Sebring, FL 33870 and the initial registered agent of this corporation at that address is Paul Wood, Jr.

ARTICLE VI - ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office is 2920 US Alt. 27, S., Sebring, FL 33870 and the mailing address of the principal office is 2920 US Alt. 27, S., Sebring, FL 33870

ARTICLE VII - INITIAL BOARD OF DIRECTOR

This corporation shall have 1 directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and address of the initial directors of this corporation are:

Paul Wood, Jr. - 80 Regal Court, Babson Park, FL 33827

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TALLAHASSEE
FLA.

ARTICLE VIII - INCORPORATORS

The names of the persons signing these articles are as follows and the addresses of such persons are as stated in Article VI above:

Paul Wood, Jr. - 80 Regal Court, Babson Park, FL 33827

ARTICLE IX - 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 X - INDEMNIFICATION

This corporation shall indemnify an officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

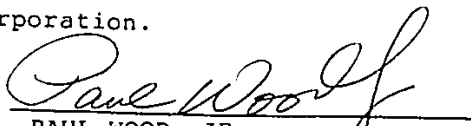
This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation on Dec. 17,
1996.



PAUL WOOD, JR.

The undersigned hereby accepts the duty of registered agent for the above named corporation and is familiar with and accepts the duties and responsibilities as such registered agent for said corporation.



PAUL WOOD, JR.

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STATE OF FLORIDA
COUNTY OF POLK

Before me, personally appeared PAUL WOOD, JR.
to me well known and known to me to be the persons
described in and who executed the foregoing instrument, and
acknowledged to and before me that they executed said
instrument for the purposes therein expressed.

WITNESS my hand and official seal this 17th day of
December, 1996.

(Seal)

Marie A. Jones
NOTARY PUBLIC

My commission expires:

MARIE A. JONES
Notary Public, State of Florida
My comm. expires Dec. 11, 1999
Comm. No. GC 515179