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Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

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***122.50 ***122.50

Attention: Certification Section

RE: TURTLE AUTOMOTIVE GROUP, INC.

Dear Sir or Madam:

Enclosed herewith please find two (2) counterparts of the
Articles of Incorporation of the captioned corporation.

Additionally please find my check for \$122.50 in payment for
the following:

a) Articles of Incorporation	35.00
b) Certified Copy	52.50
c) Designation of Resident Agent	35.00

Total 122.50

for the above referenced corporation.

Please be kind enough to process this request as soon as possible and return the Certified copy of Articles of Incorporation in the enclosed return envelope.

Thank you for your anticipated assistance and good services.

Very truly yours,

Richard B. Owen
Richard B. Owen

RBO/jac
Encls.

EFFECTIVE DATE
1-2-97

FILED
97 JAN -7 PM 5:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
TURTLE AUTOMOTIVE GROUP, INC.

FILED
97 JAN -7 PM 5:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

EFFECTIVE DATE
1-2-97

Article 1. Name. The name of the Corporation is: **TURTLE AUTOMOTIVE GROUP, INC.**, whose initial business address is 1575 S. Hwy 17-92, Longwood, Florida 32750.

Article 2. Duration The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To generally and initially deal in the retail sale of automotive services, maintenance, and repair; together with other related automotive services including retail sale of parts and supplies and engine replacement.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 7500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 5250 S. Highway 15-92, Casselberry, Florid 32707 and the name of the Registered Agent at that address is RICHARD B. OWEN, ESQUIRE.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors shall not exceed four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

KEVIN P. WARD

915 Crestwood Street
Altamonte Springs, FL 32701

ERIK JOHANSEN

747 Forest Glen Court
Maitland, FL 32751

Article 7. Incorporator. The name and address of each Incorporator is as follows:

KEVIN P. WARD

915 Crestwood Street
Altamonte Springs, FL 32701

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.


Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 11. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 12. Commencement of Corporate Existence. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 2nd day of January, 1997.



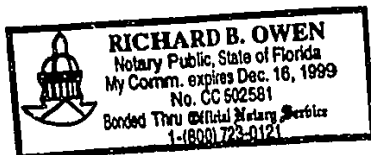
KEVIN P. WARD

STATE OF FLORIDA

COUNTY OF SEMINOLE

Before me personally appeared KEVIN P. WARD to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 2nd day of January, 1997.



Richard B. Owen

RICHARD B. OWEN
Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of TURTLE AUTOMOTIVE GROUP, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 2nd day of January, 1997.

Richard B. Owen

RICHARD B. OWEN, Registered Agent

FILED
97 JAN - 7 PM 5:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA