

LUIS F. GOMEZ, P.A.

ATTORNEYS AND COUNSELORS AT LAW

LUIS F. GOMEZ, JR.

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February 7, 1997
9700014562
State of Florida
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Sam & Bee Auto Sales, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of incorporation for the above-named for profit organization. Please file the original in your offices and certify and return to this office one certified copy. Please find a check in the amount of \$122.50 covering the filing fee, registered agent fee, and the fee for the certified copy. Thank you.

Sincerely,

[Signature]
Luis F. Gómez, Jr., Esq.

LFGJR/dbm

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SAM & BEE AUTO SALES, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

SAM & BEE AUTO SALES, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the state of Florida or any other state, country, territory or nation. The primary purpose shall be the purchase and sale of motor vehicles and all other related activities.

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1, 000 shares of common stock having a par value of \$1 per share.

ARTICLE IV. ADDRESS.

The street address of the initial principal office of the corporation shall be 1181 Lake View, Altamonte Springs, Florida 32714 and the name of the initial registered agent of the corporation is Luis F. Gómez, Jr., Esq., 1500 S. Semoran Blvd., Orlando, Florida 32807.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have two officers initially. The name of the directors who should hold office for the first year of the corporation, or until his successor(s) is(are) elected or appointed are:

PRESIDENT-Bernice Nieves

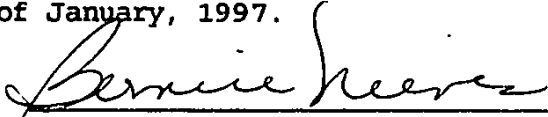
SECRETARY-Israel Nieves

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Bernice Nieves, 1007 Black Willow Dr., Oviedo, Florida 32765.

The undersigned has(have) executed these Articles of Incorporation this 31st day of January, 1997.


BERNICE NIEVES
President/incorporator

ACCEPTANCE AS REGISTERED AGENT

Pursuant to the provision of section 607.0501, Florida Statutes, I, Luis F. Gómez, Jr., Esq., Florida Bar no. 0854719, whose address is 1500 S. Semoran Blvd., Orlando, Florida 32807, and telephone no. (407)273-0224, accept my designation as Registered Agent for Sam & Bee Auto Sales, Inc., and agree to act in this capacity. I further agree to accept service of process for the above-named corporation at the place designated herein which is my office address. I 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.

UNDER PENALTY OF PERJURY, I hereby acknowledge that the information provided herein is true and correct to the best of my knowledge and belief, on this the 7th day of February, 1997.


Luis F. Gómez, Jr., Esq.
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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