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FILED

97 APR -2 AM 10:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 31, 1997

Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: M's Motors, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for M's Motors, Inc. Please file the original articles and return a copy to me. I have enclosed this firm's check in the amount of \$122.50 for the filing of these articles.

If possible, please be so kind as to fax to the undersigned a copy of the filed articles.

Very truly yours,

Norman L. Hull

NLH/blr
Enclosures

34
4/3/97

ARTICLES OF INCORPORATION

M's MOTORS, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby certifies as follows:

ARTICLE I

The name of the corporation shall be M's MOTORS, INC.

ARTICLE II

The corporate existence shall begin upon the filing of these Articles by the Department of State of the State of Florida. The duration of the corporation shall be perpetual.

ARTICLE III

This corporation is formed for the purpose of engaging in the wholesale purchase and retail marketing, sale of used vehicles and any and all related business activities. This corporation may also engage in any lawful business for which a corporation may be incorporated under the laws of the State of Florida. This corporation shall have and may exercise any and all powers necessary, or convenient or incidental to the carrying out any business in which it may be engaged.

ARTICLE IV

There shall be a Board of Directors of the corporation initially consisting of one member, namely MINDY PASSAVANT, under whom the business and affairs of the corporation shall be conducted. All corporate powers shall be exercised by or under the authority of the Board of Directors. The number of the members of the Board of Directors may be changed from time to time as provided in the bylaws.

ARTICLE V

The initial officers of the corporation and their addresses are as follows:

MINDY PASSAVANT, President	508 Remington Oak Drive, Lake Mary Florida 32746
MINDY PASSAVANT, Secretary and Treasurer	508 Remington Oak Drive, Lake Mary, Florida 32746

ARTICLE VI

The aggregate numbers of shares which the corporation shall have the authority to issue is one hundred (100), having a par value of One Dollar (\$1.00) per share.


ARTICLE VII

The street address of the corporation's principal office for the conduct of business is 508 Remington Oaks Drive, Lake Mary, Florida 32746. The street address of the corporation's initial registered office is 508 Remington Oak Drive, Lake Mary, Florida 32746, and the name of the corporation's registered agent at that address is Mindy Passavant.

ARTICLE VII

The name and address of the corporation's sole incorporator is Mindy Passavant, 508 Remington Oak Drive, Lake Mary, Florida 32746.

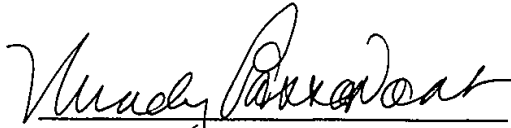
IN WITNESS WHEREOF these articles have been executed by the undersigned this 27 day of March, 1997.


Mindy Passavant

ACCEPTANCE OF RESIDENT AGENT

The undersigned, having been named Resident Agent for M's Motors, Inc. hereby accepts said designation and agrees to act in said capacity at the place identified in the Articles of Incorporation, namely, 508 Remington Oak Drive, Lake Mary, Florida 32746. The undersigned further agrees to comply with the provisions of all statutes relative to the performance of her duties as Registered Agent.

Dated this 27 day of March, 1997.


Mindy Passavant
Registered Agent

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