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April 25, 1997

Florida Department of State
Division of Corporations
The Capital
P.O. Box 6327
Tallahassee, Florida 32314

Re: E & A AUTO SALES, INC.

300002160273--2
-04/30/97--01055--010
****122.50 ****122.50

Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for the above referenced proposed Florida Corporation. Also enclosed is this firms check in the amount of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50) representing the required filing fee.

Please file the enclosed Articles of Incorporation and return the certified copy to the undersigned in the self addressed stamped envelope provided for your convenience.

If you should require any additional information, please do not hesitate to contact me.

Thank you for your assistance in this matter.

Very Truly Yours,

L. LISA BATTS, P.A.
55 E. Osceola Str., Ste. 100
Stuart, Florida 34994

L. Lisa Batts,
Florida Bar No.: 751881

LLB/cm

enclosure
cc: client

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 30 PM 1:26

BROWN MAY - 2 1997

ARTICLES OF INCORPORATION
OF
E & A AUTO SALES, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 30 PM 1:26

ARTICLE I

The name of this Corporation shall be E & A AUTO SALES, INC.

ARTICLE II

This Corporation shall exist in perpetuity.

ARTICLE III

The purpose for which the Corporation is organized is for the transaction of any and all lawful business for which Corporations may be incorporated under the Florida Corporation Act.

ARTICLE IV

The initial street address of the principal office of this Corporation in the State of Florida is: 6420 So. U.S. 1, PORT ST. LUCIE, FLORIDA 34952.

ARTICLE V

The maximum number of shares of stock so that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of eight hundred dollars and no cents (\$800.00) per share.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 30 PM 4:27

ARTICLE VI

The name of the registered agent is Richard Elmasian and the street address of the initial registered agent is 2641 S.E. Hamden Road, Port St. Lucie, FL 34952.

The Registered Agent hereby affirms that he is familiar with and accepts the duties and responsibilities of Registered Agent for said Corporation.

ARTICLE VII

This Corporation shall have two directors initially. The number of directors may be increased or decreased from time to time as set out in the By-Laws of the Corporation, but shall never be less than one director nor more than five. The names and addresses of the directors are:

Richard Elmasian
2641 S.E. Hamden Road
Port St. Lucie, Fl 34952
Pres., Vice Pres.

John Therrien
1519 Crownie Street
Port St. Lucie, FL 34952
Treas., Sec.

ARTICLE VIII

The name and address of the subscriber of these Articles of Incorporation is Richard Elmasian.

ARTICLE IX

The business location and address of the Corporation is 6420 S. U.S. 1, Port St. Lucie, FL 34952.

ARTICLE X

These Articles of Incorporation may be amended in the manner prescribed by law. Every amendment shall be approved by the Board of Directors, proposed to them by the Stockholders and

approved at a Stockholders's meeting by a majority of the stock entitled to vote thereon, or by one of the Board of Directors and approved by such Board of Directors by a majority thereof, unless all of the Directors and Stockholders sign a written statement and agreement manifesting their intention that a signed statement shall signify their approval of an Amendment to these Articles of Incorporation be made.

ARTICLE XI

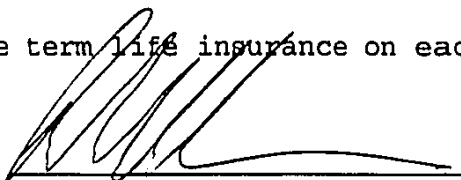
Upon the sale of any unissued or treasury stock of the corporation, each stockholder shall have the preemptive right to purchase his or her pro-rata share of 50/50 thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares shall be sold or issued.

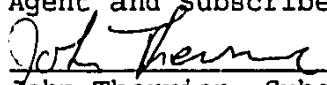
ARTICLE XII

The Corporation shall indemnify any officer of director or any former officer or director to the full extent permitted by law.

ARTICLE XIII

The Corporation shall purchase term life insurance on each Stockholder of the Corporation.


Richard Elmasian, Registered
Agent and Subscriber


John Therrien, Subscriber

STATE OF FLORIDA

COUNTY OF MARTIN

I HEREBY CERTIFY THAT Richard Elmasian appeared before me and is personally known to me to be the same person whose name is signed to the foregoing instrument, or, who has produced Driver's License as identification, and who, under oath, acknowledged that he signed the instrument as his free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 28th day of April, 1997.



Vericcia McCreary
NOTARY PUBLIC STATE OF FLORIDA
Print Name

STATE OF FLORIDA,

COUNTY OF MARTIN:

I HEREBY CERTIFY THAT John Therrien appeared before me and is personally known to me to be the same person whose name is signed to the foregoing instrument, or, who has produced Driver's License as identification, and who, under oath, acknowledged that she signed the instrument as his free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 28th day of April, 1997.



Vericcia McCreary
NOTARY PUBLIC STATE OF FLORIDA
Print Name: