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TO: DIVISION OF CORPORATIONS

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NAME: TRI L VENTURE INCORPORATED

AUDIT NUMBER.....H97000010858

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF
TRI L VENTURE INCORPORATED

The undersigned incorporator to these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the Corporation is TRI L VENTURE INCORPORATED.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to: own, lease, operate and manage garages, repair facilities, and services stations for motor vehicles of all kinds; to manufacture, buy, sell, rent, store, prepare and care for motor vehicles of all kinds, their parts, appurtenances, accessories, supplies, tools, equipment and all personal property of every kind and description; to make loans secured by motor vehicles, their parts, appurtenances, supplies and accessories; to restore, refurbish and rebuild of automobiles, and vehicles of all kinds, and to engage in any other lawful activities within the purpose for which corporations may be organized under the Florida Business Corporation Act.

The corporation shall exercise any and all powers that corporations have and may exercise under the laws of the State of Florida and as the same may be amended. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, individuals, and with principals

Howard J. Sparker, II, Esq.
Fl. Bar No. 0734564
4100 S. Dixie Hwy. # C
W. Palm Bch., FL 33405
(407) 668-9400

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or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial Registered Agent and the street address of the corporation in the State of Florida shall be:

Howard J. Sparler II, Esq.
4100 South Dixie Highway, Suite C
West Palm Beach, FL 33405

ARTICLE VI - CORPORATION'S PRINCIPAL OFFICE

The initial principal office of the corporation shall be at 572 South East Monterey Road, Stuart, FL 34996. The Board of Directors may, from time to time, move the principal office of the corporation to any other address in the State of Florida.

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

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ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The names of the initial directors of this corporation and their street address is:

Robert R. Ladd
572 S. E. Monterey Road
Stuart, FL 34996

The person named as initial director shall hold office for the first year of existence of this corporation or until the successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX - INCORPORATOR

The name and street address of the individual signing these Articles of Incorporation as the Incorporator is:

Robert R. Ladd
572 S. E. Monterey Road
Stuart, FL 34996

ARTICLE X - SHARE TRANSFER RESTRICTIONS

Shares of the corporation shall be issued to the following persons:

Robert R. Ladd
572 S. E. Monterey Road
Stuart, FL 34996

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Pursuant to the authority of Sec. 607.0627, Fla. Stat., shares held by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this article and which may also include the corporation as a party. A copy of the written agreement, if any, may be obtained from the Corporation.

ARTICLE XI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

ARTICLE XII - CONFLICT OF INTEREST

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that the one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

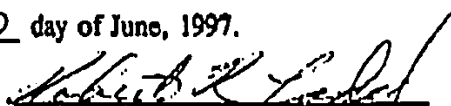
ARTICLE XIII - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written

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statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

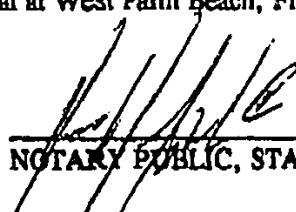
IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 30 day of June, 1997.


Robert R. Ladd

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public, personally appeared Robert R. Ladd, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at West Palm Beach, Florida this 30 day of June, 1997.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



HOWARD J. SPANGLER
My Commission CQ474873
Expires June 31, 1998
Bonded by HAI
NY 422-1508

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Sec. 607.0501, Florida Statutes, the following is submitted, in compliance
with

said Act:

That TRI L VENTURE INCORPORATED, desiring to organize under the laws of
the State of Florida,
with its principal office, as indicated in the Articles of Incorporation, at West Palm Beach,
Florida, has named **HOWARD J. SPARLER II, ESQ.**, located at 4100 South Dixie
Highway, Suite C, West Palm Beach, Florida, 33405 as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at
the
place designated in this certificate, I hereby agree to act in this capacity, and agree to comply
with the provisions of said Act relative to keeping open said office.



HOWARD J. SPARLER II, ESQ.

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