

P97000067355

Tariq Tawwab
7310 Aloma Avenue, Suite B
Winter Park, FL 32792

Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Dear Sirs:

Enclosed are two sets of the Articles of Incorporation for STZ Auto Sales & Service, Inc., along with the applicable filing fees of one hundred twenty-two dollars and fifty cents.

If you have any questions concerning the above please feel free to call Lanny Hartsfield at (407) 862-1919. Thank you in advance for your assistance.

Very truly yours,

Tariq Tawwab
Tariq Tawwab

Enclosures

400002254994--9
-08/01/97--01066--007
****122.50 ****122.50

FILED STATE
DIVISION OF CORPORATIONS
97 AUG -1 AM 9:15

RECEIVED DATE
8-2-97

8-5-97
WS

ARTICLE VIII

Incorporator. The name and street address of the incorporator signing these articles is:

Tariq Tawwab

7310 Aloma Avenue, Suite B
Winter Park, FL 32792

ARTICLE IX

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time-to-time provided for in the by-laws of this corporation.

ARTICLE X

Amendment to Articles. These 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 shareholders and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any rights conferred by these Articles of Incorporation upon the shareholders are subject to this reservation.

ARTICLE XI

By-Laws. The power to adopt, alter, amend, or repeal By-Laws of this corporation shall be vested in the Board of Directors.

ARTICLE XII

Indemnification. This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by the law.

ARTICLE XIII

Right of First Refusal. No shareholder of this corporation shall have the right to sell or assign stock of this corporation without having first offered to sell such shares first to the corporation and then to other shareholders of the corporation at the same price and at the same terms and conditions pursuant to which the shareholder intends to sell their shares subject only to this right of first refusal in the corporation and the other shareholders.

Each stock certificate issued representing shares of this corporation shall bear a restrictive legend as follows:

Transfer of this certificate and the shares represented hereby is subject to the right of first refusal of the corporation and the other shareholders contained in the Articles of Incorporation of the corporation to which the holder hereof assents.

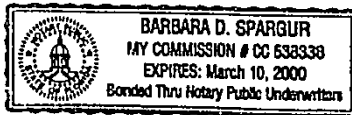
IN WITNESS WHEREOF, the undersigned does set their hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 30th day of July, 1997.

Tariq Tawwab
Tariq Tawwab
1100-800-79-094-0-
Florida Driver's License #

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Tariq Tawwab, who produced a current driver's license issued by the State of Florida Department of Motor Vehicles as identification, and they executed the foregoing Articles of Incorporation in my presence freely and voluntarily, and for the uses and purposes expressed therein.

WITNESS my hand and official seal in the County and State aforesaid this 30th day of July, 1997.



Barbara D. Spargur
NOTARY PUBLIC, State of Florida

CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN THE STATE

Pursuant to Chapter 48.091 Florida Statutes the following is submitted in compliance with said Act:

STZ Auto Sales & Service, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 7310 Aloma Avenue, Suite B, Winter Park, FL 32789, has named Tariq Tawwab as its registered 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 accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

BY: Tariq Tawwab
Registered Agent

DATE: 7/30/97

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG -1 AM 9:15