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JOHN MITCHELL WAGNER

ATTORNEY AT LAW

630 N.W. 1st Ave - P.O. BOX 1477

HIGH SPRINGS, FLORIDA 32643-1477

904 454-1900

Reply To HIGH SPRINGS

114 S. E. 1st St.

GAINESVILLE, FLORIDA 32601-6825

July 31, 1997

Florida Secretary of State
Division of Corporations
The Capitol, PL-2
Tallahassee, Florida 32399

Re: Springs Automotive, Inc.

600002258626--1

-08/05/97--01105--003

****122.50 ****122.50

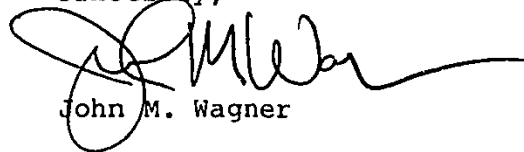
Dear Sir:

Enclosed please find the original documents containing the Articles of Incorporation of the proposed corporation, Designation of Resident Agent, and the fees and filing taxes as required by Florida Statutes.

Upon approval of the Articles of Incorporation of the proposed corporation, please mail a certified copy of the Articles of Incorporation of the captioned corporation.

I am enclosing herewith, a check payable to your office in the amount of \$122.50

Sincerely,



John M. Wagner

JMW/db

encl: as stated

FILED
SECRETARY OF STATE
97 AUG -5 PM 2:04

RP
8.6.97

ARTICLES OF INCORPORATION
OF

SPRINGS AUTOMOTIVE, INC.

I.

NAME: The name of this corporation is

SPRINGS AUTOMOTIVE, INC.

II.

NATURE OF THIS BUSINESS: The corporation may engage in any activity of business permitted under the laws of the United States and of this State.

III.

CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding any time is 1,000 shares of common stock, each share having the par value of One Dollar (\$1.00).

IV.

INITIAL CAPITAL: The amount of capital of which this corporation shall begin business in One Thousand Dollars (\$1,000.00).

V.

TERMS OF EXISTENCE: This corporation shall have perpetual existence.

VI.

ADDRESS: The initial street address of this corporation is: 20 SW 7th AVENUE, HIGH SPRINGS FL, 32643.

VIII.

DIRECTOR: The corporation shall have (1) one director initially, whose name and address are as follows:

CECILIO GARCIA
20 SW 7th AVENUE
HIGH SPRINGS FL 32643

VIII.

FILED
CLERK OF DISTRICT COURT
97 AUG -5 PM 2:04
HIGH SPRINGS FLORIDA

HIGH SPRINGS FL 32643

IN WITNESS WHEREOF, I have set my hand and seal
acknowledged, and files the foregoing Articles of Incorporation
under the laws of the State of Florida this 31 day of
July, 1997.



CECILIO GARCIA

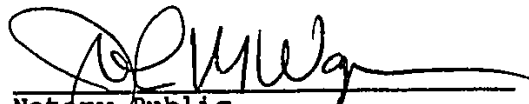
STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day before me, an officer
duly qualified to take acknowledgments, personally appeared,
CECILIO GARCIA, to me known to be the person described in and
who executed the foregoing Instrument and acknowledged before
me that he executed same.

WITNESS MY HAND and official seal in the County and State
last aforesaid this 31 day of July, 1997. Oath not taken.
Identification Produced: FL DL# 0620-100-67-295-0



JOHN M WAGNER
My Commission CC431909
Expires Jan. 05, 1999
Bonded by NFNU
800-224-6368



Notary Public
State of Florida at Large

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

IN THE PURSUANCE OF CHAPTER 49.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That Springs Automotive, Inc.,
desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at the City of High Springs, County of Alachua, State of Florida, has named **JOHN M. WAGNER, Attorney at Law**, located at 630 N.W. 1st Ave., High Springs, FL 32643, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been made to accept service of process for the above stated corporation, at 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: 

Registered Agent

FILED
CLERK OF STATE
97 AUG -5 PM 2:04
SECTION OF CORPORATIONS