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September 3, 1997

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

Re: Francis' Fort Myers Truck, Auto & RV Land, Inc.
Articles of Incorporation/Articles of Merger and Plan of Merger
Our File No. 96235-001

Dear Sir or Madam:

Please file the enclosed documents:

1. Articles of Incorporation to form a Florida corporation named Francis' Fort Myers Truck, Auto & RV Land, Inc. A check in the amount of \$70 is enclosed for the filing fee.
2. Articles of Merger and Plan of Merger to effectuate the merger of a Washington corporation, Francis' Fort Myer Truck, Auto & RV Land, Inc., into the newly formed Florida corporation, Francis' Fort Myers Truck, Auto & RV Land, Inc. Please note that the name of the Florida corporation, unlike the name of the Washington corporation, contains an "s" at the end of the word "Myer." A check in the amount of \$70 is enclosed for the filing fee.

Francis' Fort Myer Truck, Auto & RV Land, Inc., a Washington corporation, is currently registered with the Florida Secretary of State to do business in Florida as a foreign corporation under the name Francis Chrysler Plymouth (its prior name). After the merger, this foreign corporation filing is no longer necessary as the Washington corporation will be merged out of existence. Please change your records accordingly.

* * *

MCEWEN, GISVOLD, RANKIN,
CARTER & STREINZ, LLP

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Thank you for your assistance. If you have any questions, please call me.

Very truly yours,

MCEWEN, GISVOLD, RANKIN, CARTER & STREINZ, LLP

Deanna Nebert
Deanna D. Nebert

DDN:lpi
Enclosures

cc w/encs.: Robert Francis
Nicholas Parsons, CPA
Don G. Carter, Esq.

SUBMIT THE ORIGINAL AND
ONE TRUE COPY
\$70.00
Registry Number: _____

Division of Corporations
Florida Secretary of State
PO Box 6327
Tallahassee, Florida 32314

THIS SPACE FOR OFFICE USE

ARTICLES OF INCORPORATION
Business Corporation

FILED
97 SEP -8 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

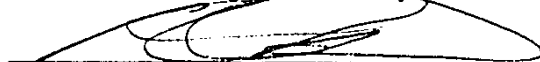
ARTICLE 1: Name of the corporation: Francis' Fort Myers Truck, Auto & RV Land, Inc.

ARTICLE 2: Number of shares the corporation will have authority to issue: 100

ARTICLE 3: Name and mailing address (and the address to which Division may mail notices) of the initial registered agent: Robert Francis

16065 S. Tamiami Trail Fort Myers FL 33908
STREET CITY STATE ZIP CODE

ARTICLE 4: Name, address and signature of incorporator:

 8-27-97
Signature of Incorporator Date

Robert Francis 16065 S. Tamiami Trail Fort Myers FL 33908
NAME STREET CITY STATE ZIP CODE

ARTICLE 5: Acceptance and Signature of Registered Agent:

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with an accept the obligations of my position as registered agent.

 8-27-97
Signature of Registered Agent Date

Person to contact about this filing:

Deanna D. Nebert (503) 226-7321
NAME DAYTIME PHONE

ARTICLES OF INCORPORATION

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