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November 7, 1997

Attorneys' Title Insurance Fund, inc.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301

Re: New Smyrna Motors, Inc.

Gentlemen:

Enclosed are Articles of Incorporation for the above corporation to be filed with the Secretary of State, together with my filing fees check in the sum of \$122.50. Please file the Articles with the Secretary of State as soon as possible and return to me the certified copy of the Articles. Also enclosed is my check payable to you in the sum of \$10.00 for your fees.

If you have any questions concerning these enclosures, please call me at the above telephone number.

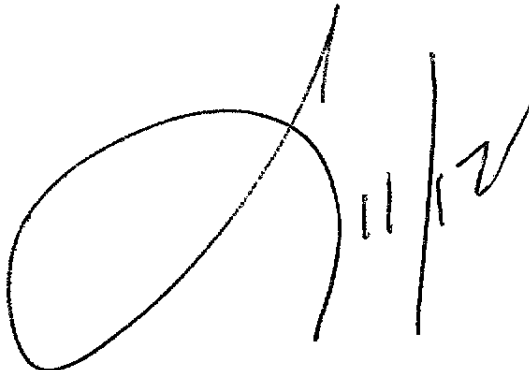
Sincerely,



Thomas D. Wright

TDW/da
Enclosures

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97 NOV 10 PM 12:48
FILED
97 NOV 10 PM 3:02
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NEW SMYRNA MOTORS, INC.**

FILED
97 NOV 10 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby files these Articles for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of this corporation shall be **NEW SMYRNA MOTORS, INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually unless sooner terminated in accordance with law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE V - PRINCIPAL PLACE OF BUSINESS
INITIAL REGISTERED OFFICE AND AGENT**

The principal place of business and general office of this corporation will be 1655 North Atlantic Avenue, New Smyrna Beach, Volusia County, Florida, but it may maintain offices and transact business at such other places, either within or outside the State of Florida, as the Board of Directors may from time to time provide by resolution. The name of the initial registered agent of this corporation is CHARLES G. BALDWIN, whose street address is 1655 North Atlantic Avenue, New Smyrna Beach, Florida 32169.

ARTICLE VI - INITIAL DIRECTOR

This corporation shall have one director initially. The numbers of directors may be increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director is:

CHARLES G. BALDWIN
1655 North Atlantic Avenue
New Smyrna Beach, Florida 32169

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

CHARLES G. BALDWIN
1655 North Atlantic Avenue
New Smyrna Beach, Florida 32169

ARTICLE VIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber and incorporator has executed these Articles of Incorporation on this 7th day of November, 1997.

Barbara Y. Lovelace
Witness

Charles G. Baldwin
CHARLES G. BALDWIN
Incorporator

Donna J. Austin
Witness

STATE OF FLORIDA
COUNTY OF VOLUSIA

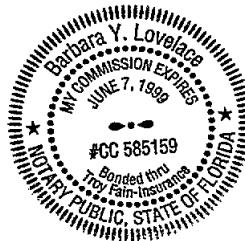
Before me, the undersigned authority duly authorized to take acknowledgments and administer oaths, personally appeared CHARLES G. BALDWIN, to me personally known to be the person described above and he acknowledged before me that he executed the foregoing for the purposes therein expressed not under oath.

Witness my hand and official seal in the County and State last aforesaid this 7th day of November, 1997.

Barbara Y. Lovelace
Notary Public

My commission expires:

{affix notarial seal}




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 Section 48.091, Florida Statutes, the following is submitted in compliance with said Statute:

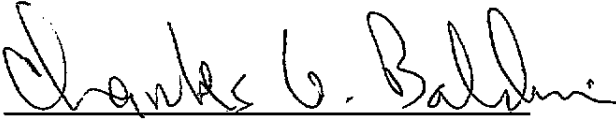
That **NEW SMYRNA MOTORS, INC.**, desiring to organize under the laws of the State of Florida with its principal place of business, as indicated in the Articles of Incorporation, in the City of New Smyrna Beach, County of Volusia, State of Florida, has named **CHARLES G. BALDWIN**, whose street address is 1655 North Atlantic Avenue, New Smyrna Beach, Florida 32169, as its agent to accept service of process within this State.

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

DATED this 7th day of November, 1997.

Accepted By: 

CHARLES G. BALDWIN
Resident Agent

Accepted By: 

CHARLES G. BALDWIN
Incorporator

FILED
97 NOV 10 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA