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-01/26/98--01082--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
or  
George Firestone Building  
409 E. Gaines Street  
Tallahassee, Fla. 32399

Dear Department of State,

Enclosed please find the Articles of Incorporation for  
MANN MOTORS, INC..

Also enclosed is a check in the amount of \$ 70.00 covering  
filing fees and payment of an executed copy of said  
articles.

If there are any questions, please get in touch with  
me directly.

Sincerely,

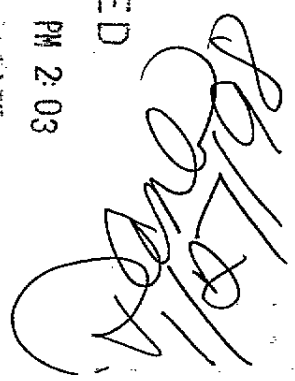


Robert H. Cohen  
RHC Accounting & Tax Service  
10198 NW 47th St.  
Sunrise, Fl 33351

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JAN 26 PM 2:03

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ARTICLES OF INCORPORATION

OF

MANN MOTORS, INC.

The undersigned, for the purposes of foregoing a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Corporate Name and Address

The name of the corporation is Mann Motors, Inc. the address is 12545 NE 46st Street Silver Springs, Fl 34488.

ARTICLE II

Term of Existence

The duration of the corporation is perpetual, to be commenced with the filing of these articles of incorporation with the Department of State of the State of Florida.

ARTICLE III

Nature of Corporate Business

The general purpose for which the corporation is organized is  
1. to engage in automobile sales and to do that which is incidental to the foregoing, or necessary, or desirable in order to accomplish the foregoing; and  
2. to transact any other lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares. Such shares shall be of single class and shall have a par value of \$ 1.00 per share.

ARTICLE V

Initial Agent

The address of the initial registered office of the corporation is 12545 NE 46th St Silver Springs, Fl 34488 and has named Robert E. Larkin, Jr as registered agent.

ARTICLE VI  
Initial Board of Directors

The number of directors/officers constituting the initial board of directors is two . ( 2 )

The name and address of each person who is to serve as a member of the initial board is:

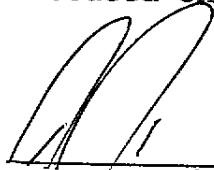
<u>NAME</u>	<u>ADDRESS</u>
ROBERT E. LARKIN, JR.	2001 SW 97th Terrace Miramar, -Fl 33025
David L. Tweedle	<u>5149 S.E. 110th</u> <u>HELLEVILLE, FL 34921</u>

ARTICLE VII  
Incorporators

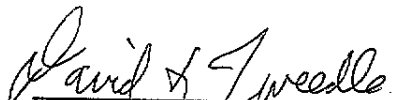
The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
David L. Tweedle	Same
	Same
ROBERT E. LARKIN, JR.	

Executed on 1/27/98, 1998 b. e.



ROBERT E. LARKIN, JR.

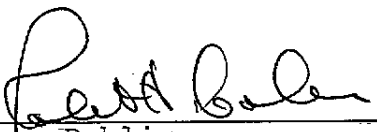
  
\_\_\_\_\_  
David L. Tweedle

STATE OF FLORIDA

COUNTY OF BROWARD

I hereby certify that on this 24 day of JAN , 1998, before me personally appeared David L. Tweedle & Robert E. Larkin, Jr directors of MANN MOTORS , INC. under the laws of the State of Florida, to me known to be the person described in and who executed the foregoing instrument and severally acknowledge the execution thereof to be their free act and deed as such directors., for the uses and purposes therein mentioned; and the said instrument is the act and deed of said corporation.

Witness my signature and official seal on 1/24 , 1998, in the county of Broward and the state of Florida.

  
\_\_\_\_\_  
Notary Public  
State of Florida



ROBERT H. COHEN  
My Comm Exp. 5/05/98  
Bonded By Service Ins  
No. CC360893  
 Personally Known  Other

\_\_\_\_\_  
My Commission expires

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

\*\*\*\*\*

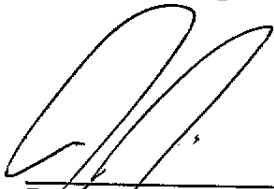
In pursuance to chapter 48.901, Florida statues, the  
following is submitted in compliance with said act:

First---, MANN MOTORS , INC.

desiring to organize under the laws of the state of Florida,  
with its principal office, as indicated in the articles of  
incorporation, at the city of SILVER SPRINGS has named

ROBERT E. LARKIN, JR. to accept service of process in the State of  
Florida.

Having been named to accept service of process for the above  
stated corporation, at a 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: Agent-Robert E. LARKIN, JR

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA