

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P9800000/6/23

Auto Union, Inc.

100002434621--4
-02/19/98-01001-023
****122.50 ****122.50

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

Signature

Requested by: DK 2-18-98 3:35
Name Date Time

Walk-In Will Pick Up

FILED
98 FEB 18 PM 4:26
RECEIVED
98 FEB 18 PM 4:03
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

[Handwritten signature]

FILED
98 FEB 18 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AUTO UNION, INC.**

We, the undersigned, hereby make the written Articles of Incorporation for the purpose of becoming incorporated and being a corporation by virtue of the laws of the State of Florida under the following proposed charter:

Article I - Name/Address

The name of the corporation shall be Auto Union, Inc. and its business shall be carried on in the State of Florida and such other states and foreign countries as may be agreed upon, and its principal place of business shall be 2044 Nigels Drive, Dunedin, FL 34698 or such other place as from time to time designated.

Article II - Duration

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

Article III - Purpose

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida. This corporation's primary business shall be Auto Sales, and every other act or thing incidental or pertaining to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted by law.

Article IV - Stock Clause

The aggregate number of shares, which the corporation shall have authority to issue, is 1,000 shares with a par value of \$1.00 per share.

Article V - Preemptive Rights and Related Matters

Each holder of shares of this corporation shall have the first right to purchase shares of this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares held at the time bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pays for the shares preemptive within thirty days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue and inviting him to exercise his preemptive rights.

Article VI - Officers and Directors

The business and affairs of the corporation shall be conducted and managed by a Board of Directors who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-laws, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The name and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

Ray O'Connor, President
2044 Nigels Drive
Dunedin, FL 34698

Article X - Registered Office and Registered Agent

The addresses of the initial Registered Office of this corporation is 2044 Nigels Drive, Dunedin, FL 34698. The name of the initial registered agent of this corporation at that address is Raymond A. O'Connor

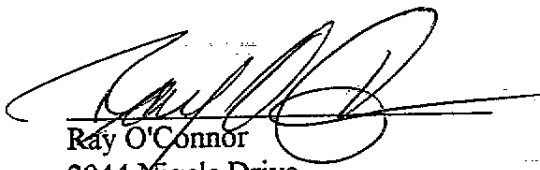
Article XI - by-laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders in accordance with the Shareholders agreement.

Article XII - Powers

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

IN WITNESS WHEREOF, we the undersigned, being the original subscribed to the capital stock herein named, for the purpose of forming a corporation to do business in the State of Florida, under the Laws of the State of Florida, do make an file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and set my hand and seal this 16 day of Feb, 1998.


Ray O'Connor
2044 Nigels Drive
Dunedin, FL 34698

BEFORE ME, the undersigned authority, personally appeared Ray O'Connor personally known to me or who produced as identification: PERSONALLY KNOWN And who did take an oath, after first being duly sworn, depose and say that the things and matters contained in the Articles Of Incorporation are true and correct and that they executed the same for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 16TH day of FEBRUARY, 1998.


Notary Public

**CERTIFICATE DESIGNIATING PLACE OF BUSINESS FOR THE SERVICE
PROCESS WITHIN THE STATE AND NAMING AN AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Florida Statute, the following is submitted:

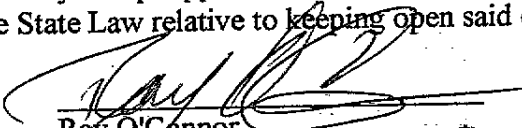
1. That Auto Union, Inc. organized under the laws of the State of Florida, with its principal place of business being:

2044 Nigels Drive, Dunedin, FL 34698 has named as its registered agent to accept process within this State:

Ray O'Connor
2044 Nigels Drive
Dunedin, FL 34698

ACCEPTANCE

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


Ray O'Connor
2044 Nigels Drive
Dunedin, FL 34698

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA