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THE LAW OFFICES OF
LOBECK & HANSON

PROFESSIONAL ASSOCIATION

CONDOMINIUM
COOPERATIVE AND
COMMUNITY
ASSOCIATIONS

PERSONAL INJURY
FAMILY LAW
CRIMINAL DEFENSE
CIVIL LITIGATION

July 10, 1998

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

Re: Articles of Incorporation

300002586763--8
-07/13/98--01087--007
*****70.00 *****70.00

TO WHOM IT MAY CONCERN:

Enclosed please find the original Articles of Incorporation of ENCORE MOTORCARS OF SARASOTA, INC. for filing with the Secretary of State.

Also enclosed herewith is a check in the amount of \$70.00 to cover the costs associated with this request. Please confirm the filing of the enclosed Articles.

Thank you for your attention to this matter.

Very truly yours,



Mark A. Hanson, Esquire

MAH/paa
Enclosures

FILED
98 JUL 13 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUL 15 1998

ARTICLES OF INCORPORATION

ENCORE MOTORCARS OF SARASOTA, INC.

FILED

98 JUL 13 AM 11:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under Chapter 607, Florida Statutes (hereinafter, "the Florida Business Corporation Act"), hereby adopts the following Articles of Incorporation.

ARTICLE I.
NAME AND PRINCIPAL OFFICE

The name and principal place of business and mailing address of this corporation is ENCORE MOTORCARS OF SARASOTA, INC., 4583 Clark Road, Sarasota, Florida 34233.

ARTICLE II.
CORPORATE PURPOSES

The corporate purposes are:

(a) To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida including, but not limited to, the business of retail and wholesale distribution and sales of automobiles and any activities in any way related thereto.

(b) To have, in furtherance of the corporate purposes, all of the powers conferred upon the corporations organized in the State of Florida, subject to any limitations thereof contained in these Articles of Incorporation, in the Florida Business Corporation Act, or any laws of the State of Florida, and to conduct any lawful business or enterprise.

ARTICLE III.
CORPORATE POWERS

The Corporation shall have perpetual duration and succession in its corporation name and shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including but not limited to the following powers:

(a) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

(b) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(c) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(e) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations, of the United States or of any other municipality or of any instrumentality thereof;

(g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(h) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(i) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State;

(j) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

(k) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this State, for the administration and regulation of the affairs of the corporation;

(l) To make donations for the public welfare or for charitable, scientific or educational purposes;

(m) To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

(n) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

(o) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;

(p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE IV. **CORPORATE STOCK AND CAPITAL**

(a) The total authorized capital stock of this corporation is one hundred (100) shares of common stock with a par value of ONE DOLLAR (\$1.00) per share. There shall be only one class of stock.

(b) The amount of capital with which this corporation will commence business is one hundred (100) shares of common stock with a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V. **TERM**

This corporation is to exist perpetually.

ARTICLE VI. **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the initial registered office and the name of the initial registered agent at such office is:

David L. Ferguson
4583 Clark Road
Sarasota, Florida 34233

ARTICLE VII.
DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be modified from time to time by Bylaws adopted by the Shareholders.

ARTICLE VIII.
BOARD OF DIRECTORS

The name and street address of the first Board of Directors is as follows:

David L. Ferguson
4583 Clark Road
Sarasota, Florida 34233

ARTICLE IX.
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

David L. Ferguson
4583 Clark Road
Sarasota, Florida 34233

ARTICLE X.
VALIDITY OF CONTRACTS

No other contract or other transaction of this corporation with any person, firm or corporation or no contract or other transaction in which this corporation is interested shall be invalidated or affected by: (a) the fact that one or more of the Directors of this Corporation is interested in or is a director or officer of another corporation, or (b) the fact that any Director, individually or jointly with others may be appointed to or may be interested in the contract or transaction; and each person who becomes a Director of this corporation is hereby relieved of any liability that may otherwise arise by reason of his contracting with this corporation of the benefit of himself or any firm or corporation in which he may be interested.

**ARTICLE XI.
AMENDMENT**

These Articles of Incorporation may be amended by Resolution adopted by a majority of the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the Shares entitled to vote thereon.

The undersigned Incorporator has executed these Articles of Incorporation this 10th day of July, 1998.

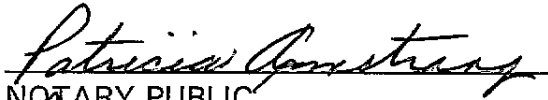


DAVID L. FERGUSON, INCORPORATOR

STATE OF FLORIDA
COUNTY OF SARASOTA

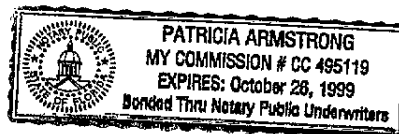
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to administer oaths, personally appeared DAVID L. FERGUSON, to me personally known or has provided FL. DR. Lic. as identification and who executed and acknowledged before me that he subscribed to these Articles of Incorporation for the uses and purposes expressed therein.

WITNESS my hand and official seal in the State and County named above this 10th day of July, 1998.



NOTARY PUBLIC
PATRICIA ARMSTRONG
Printed Name of Notary

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

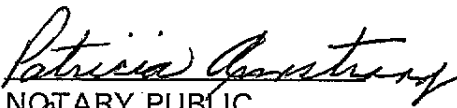
Having been named Registered Agent to accept service of process for the above stated corporation at the registered office designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating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



DAVID L. FERGUSON, Registered Agent

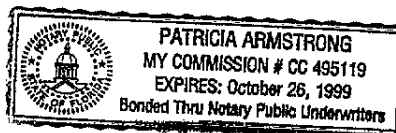
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing acceptance was subscribed and acknowledged before me by DAVID L. FERGUSON, as Registered Agent, who is personally known to me or has provided FL DR Lic., as identification and who acknowledged to and before me that he executed the same freely and voluntarily for the purposes therein expressed, this 10th day of July, 1998.



NOTARY PUBLIC
PATRICIA ARMSTRONG
Printed Name of Notary

My Commission Expires:



FILED
98 JUL 13 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA