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August 21, 1998

Division of Corporations
Secretary of State
The Capitol
Tallahassee, Florida 32304

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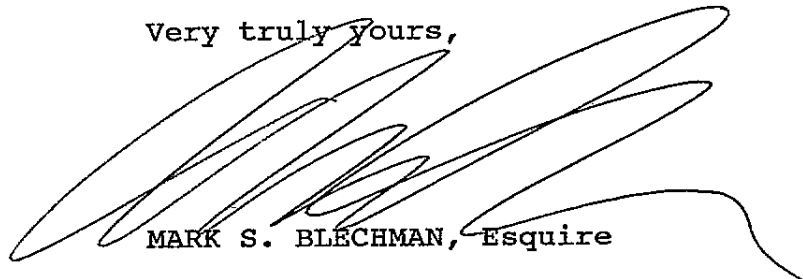
Re: EUROPEAN MOTOR CARS, INC.

Gentlemen:

Enclosed please find the original and one executed copy of the Articles of Incorporation of the above captioned corporation. You will further find enclosed my check in the amount of \$70.00 covering the various fees associated with the filing thereof.

If you have any questions regarding this matter, please feel free to contact me. I am

Very truly yours,



MARK S. BLECHMAN, Esquire

MLL/kj

enclosure

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
EUROPEAN MOTOR CARS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I.
CORPORATE NAME

The name of this corporation shall be:

EUROPEAN MOTOR CARS, INC.

ARTICLE II.
NATURE OF BUSINESS

The general nature of the business of this corporation will be to transact any or all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III.
CAPITAL STOCK

The total number of shares of capital stock which may be issued by this corporation is One Hundred Fifty (150) shares without nominal or par value, all of which shall be common stock and shall be fully paid and nonassessable. All such stock shall be payable in cash, property, labor, or services at a just valuable to be fixed by the Stockholders at a meeting called for that purpose.

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TALLAHASSEE, FLORIDA

ARTICLE IV.
AMOUNT OF CAPITAL STOCK WITH WHICH TO BEGIN
BUSINESS,

The amount of capital with which this corporation shall begin business is Five Hundred (\$500.00) Dollars.

ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of said corporation and the address at which service of process upon said corporation within this State shall be made is EUROPEAN MOTOR CARS, INC., 209 E. Ridgewood Street, Orlando, Florida 32801, with the privilege, however, of having branch offices or places of business at any other place or places within or without the state of Florida, or in foreign countries. **MARK S. BLECHMAN**, Esquire, is hereby designated as the Registered Agent of the corporation, with address as aforesaid.

ARTICLE VI.
MANAGEMENT

Pursuant to Section 607.0801/02/10 or 30, Florida Statutes, the business of the corporation shall be managed by the Stockholders rather than a Board of Directors.

ARTICLE VII.
CORPORATE EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VIII.
INITIAL OFFICERS

The names and post office addresses of the first officers, who, subject to the provisions of this certificate, the By-Laws of this corporation and the statutes made and provided, shall hold office for the first year of the corporation's existence or until their successors are elected and qualified, are as follows:

OFFICE	NAME	ADDRESS
PRESIDENT	MICHAEL DINKEL	17619 Deer Isle Circle Winter Garden, Florida 34737
VICE-PRESIDENT	MARK S. BLECHMAN	209 E. Ridgewood Street Orlando, Florida 32801
SECRETARY	MARK S. BLECHMAN	209 E. Ridgewood Street Orlando, Florida 32801
TREASURER	MICHAEL DINKEL	17619 Deer Isle Circle Winter Garden, Florida 34737

ARTICLE IX.
SUBSCRIBERS

The name and post office address of the subscriber, and the number of shares he agrees to take, is as follows:

NUMBER OF SHARES	NAME	ADDRESS
55	MICHAEL DINKEL	17619 Deer Isle Circle Winter Garden, Florida 34737
45	MARK S. BLECHMAN	209 E. Ridgewood Street Orlando, Florida 32801

ARTICLE X. **AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by the By-Laws.

ARTICLE XI. **ADDITIONAL POWERS**

In addition to the powers hereinabove enumerated, the corporation shall have all of the general and additional powers set forth in the Florida General Corporation Act, without limitation; the expressed powers herein set forth shall not be deemed a limitation or denial of any general or additional powers.

ARTICLE XII. **TAX SAVING ELECTION AND LOSS TREATMENT**

The Stockholders of this corporation may elect to be treated as a small business corporation under Section 1372, Internal Revenue Code, and report on their personal income tax returns dividends paid to them from the corporation's income, whether it be income payable as dividends or liquidation distribution. the stockholders may additionally elect to adopt a resolution permitting tax loss treatment under Section 1244 of the Internal Revenue Code.

ARTICLE XIII. **LIABILITY**

The private property of the Stockholders shall not be subject to payment of corporate debts to any extent whatsoever.

IN WITNESS WHEREOF, I have subscribed my name this 21 day of August, 1998


MICHAEL DINKEL


MARK S. BLECHMAN

STATE OF FLORIDA)
COUNTY OF Orange) ss:

I HEREBY CERTIFY that this day, in the above named state and county, before me, an officer duly authorized and acting, personally appeared

MICHAEL DINKEL: to me X well known and known to me to be the individual described herein or _____ who has produced the following identification, to wit: FLDL# _____

MARK S. BLECHMAN to me X well known and known to me to be the individual described herein or _____ who has produced the following identification, to wit: FLDL# _____

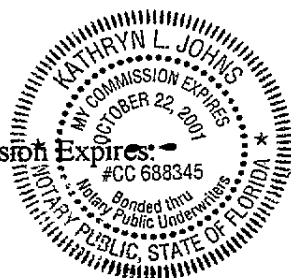
and who executed the foregoing Articles of Incorporation, and acknowledged then and there before me that they executed said instrument for the purposes therein stated.

WITNESS my hand and official seal, this the 21ST day of August, 1998.


NOTARY PUBLIC


State of Florida at Large

My Commission Expires: -



ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in these Articles, I hereby agree to act in this capacity, and further agree to comply with the provision of said Act relative to keeping open said office.


MARK S. BLECHMAN, Esquire
as Registered Agent

August 21, 1998
Date

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TALLAHASSEE, FLORIDA