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LAW OFFICES

DICESARE, DAVIDSON & BARKER, P.A.

5640 South Florida Avenue, Lakeland, Florida 33813

P.O. Box 7160, Lakeland, Florida 33807-7160

DDBLAW@aol.com

PAT T. DICESARE, II
E. TAYLOR DAVIDSON*
HAROLD E. "RHETT" BARKER
MERETTE L. OWEIS

*Florida Bar Board Certified
Workers' Compensation

EFFECTIVE DATE
5/10/99

TELEPHONE
(941) 648-5999

TOLL FREE
(888) 648-5999

TELEFACSIMILE
(941) 648-4755

May 10, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

400002873864--5
-05/13/99-01067-008
*****78.75 *****78.75

Re: MB Motorcars, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, and this firm's check in the amount of \$78.75. I would appreciate it if you would file the Articles of Incorporation and return a copy to our office.

Thank you for your kind attention to this matter.

Sincerely,

Harold E. Barker
HAROLD E. BARKER

HEB/mka
Enclosures
f:\wp51\colmb-motor\division.let

FILED
99 MAY 13 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/18/99
[Signature]

ARTICLES OF INCORPORATION

OF

MB MOTORCARS, INC.

EFFECTIVE DATE

5/10/99

FILED
99 MAY 13 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MB MOTORCARS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - COMMENCEMENT OF CORPORATE BUSINESS

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and agent is Harold E. Barker, 5640 South Florida Avenue, Lakeland, Florida 33813.

ARTICLE VI - ADDRESS OF PRINCIPAL OFFICE

The mailing address for this corporation is 1109 Lake Point Terrace, Lakeland, Florida.

ARTICLE VII - CAPITAL STOCK

Number. The aggregate number of shares that the corporation shall have the authority to issue is one thousand (1000) shares of Capital Stock with a value of \$1.00 per share.

Initial Issue. One hundred (100) shares of the Capital Stock

of the corporation shall be issued for cash at a value of \$1.00 per share.

Stated capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time in accordance with the by-laws. The name and address of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Harold E. Barker	1109 Lake Point Terrace Lakeland, Florida 33813
Karyn M. Barker	1109 Lake Point Terrace Lakeland, Florida 33813

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is Harold E. Barker, 1109 Lake Point Terrace Lakeland, Florida 33813.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, in accordance with the provisions

of the Bylaws of the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 10th day of May, 1999.

Harold E. Barker
Harold E. Barker, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 10th day of May, 1999 by Harold E. Barker, who is personally known to me or who has produced _____, as identification and who did (did not) take an oath.



Marcia K. Alvey
Name:
Notary Public, State of Florida
My Commission expires:
Commission #:

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Harold E. Barker, being appointed in the foregoing Articles of Incorporation as the registered agent for MB MOTORCARS, INC., accepts the appointment as registered agent for said corporation this 10th day of May, 1999.

Harold E. Barker
Harold E. Barker

FILED
99 MAY 13 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA