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CONZALEZ & CASANOVA, P.A.

Attorneys At Law

3420 North Harbor City Boulevard

Melbourne, Florida 32935

**Tino Gonzalez
Steven Casanova**

Telephone: (407) 751-9675

Facsimile: (407) 751-1293

July 29, 1999

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

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*****78.50 *****78.50

RE: CHELSIE AUTO SALES INC.

Dear Sir/Madam:

Enclosed herein please find the Articles of Incorporation for filing for the above-referenced corporation together with the letter received from you.

Enclosed is our check in the amount of \$78.50 to cover the fee for filing.

Please return the certified copy of the Articles of Incorporation to our office as soon as possible.

Should you have any questions, please do not hesitate to call us. Thank you.

Very truly yours,



Marcia Gelfand-Korotsky
Legal Assistant

Enclosures

FILED
99 AUG -2 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 8/10/99

ARTICLES OF INCORPORATION
OF
CHELSIE AUTO SALES INC.

ARTICLE I - CORPORATE NAME

FILED
99 AUG -2 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is CHELSIE AUTO SALES INC., whose principal office and mailing address is 2214 New York Street, West Melbourne, Florida.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and street address of the initial Registered Office of this Corporation in the State of Florida shall be:

registered agent: Joseph Pritchett
2214 New York Street
West Melbourne, Florida

ARTICLE VI - OFFICERS

The officers of the Corporation are as follows:

President	Joseph Pritchett
Vice President	Joseph Pritchett
Secretary	Joseph Pritchett
Treasurer	Joseph Pritchett

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and address of the initial director of this corporation are:

name and addresses:	Joseph Pritchett
	2214 New York Street
	West Melbourne, Florida

The person named as the initial director shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the sole incorporator is:

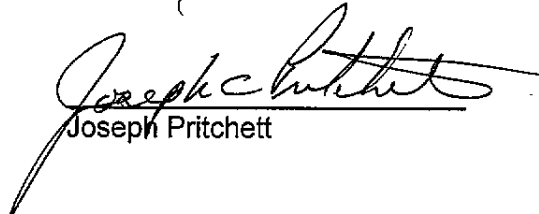
Joseph Pritchett
2214 New York Street
West Melbourne, Florida

ARTICLE X - AMENDMENT

The shareholders shall have the power to adopt, amend, or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting with not less than a

majority vote of the common stock.


IN WITNESS WHEREOF, the undersigned, as sole incorporator, has executed the foregoing Articles of Incorporation on the 29 day of July, 1998.


Joseph Pritchett

STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared Joseph Pritchett, to me known to be the person described as the sole incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on this 29th day of July, 1999.


Notary Public

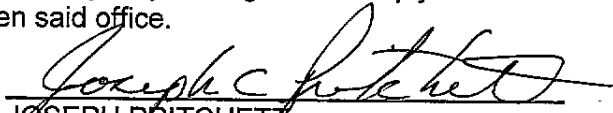


CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OR PROCESS
WITHIN THE STATE OF FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST: That CHELSIE AUTO SALES INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in Melbourne, Brevard County, Florida, has named JOSEPH PRITCHETT of 2214 New York Street, West Melbourne, Florida as its agent to accept service of process within the State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


JOSEPH PRITCHETT
Registered Agent

FILED

99 AUG -2 AM 8:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA