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Caruso & Swerbilow, P.A.



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CERTIFIED CIVIL TRIAL LAWYER



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MERRITT ISLAND, FLORIDA 32954-1271

407/453-3880

FAX MACHINE NUMBERS:
407/453-0112

October 25, 1999

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

000003030550--2
-11/01/99-01080--017
122.50 **78.75

Re: Space Coast Automotive, Inc.

Enclosed please find the following documents:

1. Original and one copy of Articles of Incorporation;
2. Registered agent certificate; and
3. Our check in the amount of \$122.50.

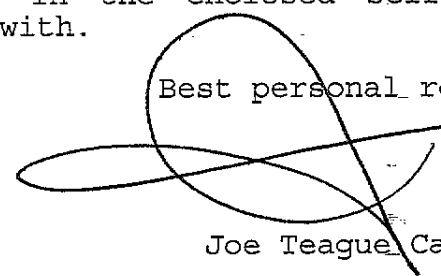
Our check represents the following fees:

Filing fee	\$ 35.00
Certified copy of Articles	\$ 52.50
Registered agent fee	\$ 35.00
	\$122.50

FILED
99 NOV -1 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return the certified copy of the Articles of Incorporation in the enclosed self-addressed stamped envelope provided herewith.

Best personal regards,


Joe Teague Caruso

Joe Caruso GAVE
AUTHORIZATION BY PHONE TO
CORRECT U.I., VIII & b.w. ps
DATE
DOC. EXAM. 1/4/99

JTC/sc.
Encls.



ARTICLES OF INCORPORATION
OF
SPACE COAST AUTOMOTIVE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is SPACE COAST AUTOMOTIVE, INC. The principal address is 1545 E. Merritt Island Cswy., Merritt Island, Florida 32952.

Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these articles are filed with the Secretary of State.

Article III - Purpose

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

Article V - Preemptive Rights

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which such stockholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of

this corporation is 800 E. Merritt Island Cswy, Suite 200, Merritt Island, Florida 32952.

The name of the initial registered agent of this corporation at that address is Joe Teague Caruso.

Article VII Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

The name and address of the initial director of this corporation is : Mike Erdman
1545 E. Merritt Island Cswy.
Merritt Island, Florida 32952

Article VIII - Incorporator

The name and address of the person signing these articles is: Mike Erdman
1545 E. Merritt Island Cswy,
Merritt Island, Florida 32952

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the stockholders.

Article X - Compensation of Directors

The stockholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article XI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any

amendment hereto, and any right conferred upon the stockholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 26th day of October, 1999.



Mike Erdman
Subscriber

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing articles of incorporation were acknowledged before me on the 26th day of October, 1999 by Mike Erdman.


Notary Public (SEAL)
My commission expires:

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 Sue Fivecoate  
Notary Public, State of Florida  
Commission No. CC 598215  
My Commission Exp. 11/03/2000  
Printed Through Fla. Notary Service & Bonding Co.  
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REGISTERED AGENT CERTIFICATE

The below named corporation maintains an office at the address below, and appoints the below named person as its registered agent thereat to accept service of process on behalf of said corporation:

NAME OF CORPORATION: SPACE COAST AUTOMOTIVE, INC.

REGISTERED AGENT'S NAME: JOE TEAGUE CARUSO, ESQ.

INITIAL REGISTERED OFFICE OF REGISTERED AGENT: 800 E. MERRITT ISLAND CSWY.,
STE. 200
MERRITT ISLAND, FL 32952

By


JOE TEAGUE CARUSO

The undersigned, having been appointed as registered agent to accept service of process on behalf of said corporation at the office designated above, hereby accepts said appointment and agrees to keep said office open as required by law.


JOE TEAGUE CARUSO
Registered Agent

FILED
99 NOV -1 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA