

995000056385

July 11, 1995

Walter L. Buchholz
2500 Parisian Court
Punta Gorda, Florida 33950

7/15/95

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

Subject: Incorporation for Profit
Section 607.0120

Attached are the Articles of Incorporation for SAABS & MORE OF SARASOTA, INC., to be recorded by the State of Florida. Please return a copy of these articles to Walter L. Buchholz, 2500 Parisian Court, Punta Gorda, Florida 33950. Attached Check # 807 for One Hundred Twenty Two dollars and fifty cents for the filing and registration fees.

Questions relative to the corporation may be directed to Walter L. Buchholz 941-637-7704 or mail to the address indicated.

Thank you,

Walter L. Buchholz
Walter L. Buchholz

800001541898
-07/19/95--01077--016
****122.50 ****122.50

Incls:
Articles of Incorporation
Check # 807

7/20/95
[Signature]

ARTICLES OF INCORPORATION
OF
SAABS & MORE OF SARASOTA, INC.

2/15/95

The undersigned for the purpose of forming a corporation for profit under the provisions of Chapter 607.0202, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on Corporations pursuant to the provisions thereof, and do hereby make, subscribe, certify, and acknowledge and file these Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of this corporation is:

SAABS & MORE OF SARASOTA, INC.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual, and shall be deemed to have commenced its existence on July 15, 1995.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Aggregate number of shares which the corporation has authority to issue is Five Hundred (500) all of which shall be common shares

with a par value of no par . The consideration for the issuance of shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor of services actually performed for the corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 6828 So. Tamiami Trail, Sarasota, Florida 34321 and the name of the initial registered agent is Walter L. Buchholz 2500 Parisian Court, Punta Gorda, Florida 33950.

ARTICLE VI - DIRECTORS

The corporation shall be authorized to conduct business with two (2) or more directors; however, the maximum number of directors at any time shall not exceed ten (10) in number, and the beginning number of directors shall be two (2) in number, which number may be changed at any special or general meeting of the stockholders. The name and address of the first board of directors is:

NAME	ADDRESS
Jack H. Fox	3137 Diamond Hill Road, Cumberland, R.I. 02864
Walter L. Buchholz	2500 Parisian Court, Punta Gorda, Florida 33950

ARTICLE VII - INCORPORATORS

The name and address of the Incorporator is:


Jack H. Fox	3137 Diamond Hill Road, Cumberland, R.I. 02864
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Walter L. Buchholz 2500 Parisian Court, Punta Gorda, Florida 33950


ARTICLE VIII - BYLAWS

The bylaws of the corporation are to be made, altered, or rescinded by a majority vote of the stockholders of the corporation at either an annual or special meeting that may be called pursuant to the bylaws of the corporation. At any such meeting, for the purpose of making, altering, or rescinding by laws, there must be approval of such action by fifty-one (51%) percent of the stock holders of the corporation.

In witness whereof, we have executed the foregoing Article of Incorporation on the *15* day of *July*, 1995.



Jack H. Fox


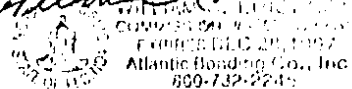


Walter L. Buchholz

STATE OF FLORIDA
COUNTY OF COLLIER

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Walter L. Buchholz and Jack H. Fox, to me known to be the persons described as Incorporators of and who executed the foregoing Articles of Incorporation and acknowledged that he executed the same for the purposes therein contained.

WITNESS MY HAND and Official Seal in the County and State last aforesaid the 15th day of July, 1995.

APPOINTMENT OF INITIAL REGISTERED AGENT

SAABS & MORE OF SARASOTA, INC., a corporation organizing under the laws of the State of Florida, with its principal place of business at 6828 So. Tamiami Trail Sarasota, Florida 34321 has named Walter L. Buchholz, 2500 Parisian Court, Punta Gorda, Florida it's initial registered agent to accept service of process within the State of Florida.

Dated

7/15/95

[Signature]
Jack H. Fox

[Signature]
Walter L. Buchholz

ACCEPTANCE

I agree, as Initial Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as is required by law.

[Signature]
Walter L. Buchholz
Registered Agent

P9500056385

SAABS & MORE OF SARASOTA, INC.
711 Osprey Avenue
Sarasota, Florida 34236
941-365-6612

FILED
28 SEP 28 PM 2:55
STATE

September 25, 1995

Department of State
Division of Corporations
409 E. Gains Street
Tallahassee, Florida 32399

RECEIVED
SEP 28 1995
TALLAHASSEE, FLORIDA
*****96.25 *****96.25

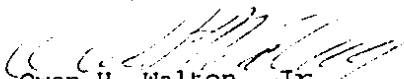
To whom it may concern,

Enclosed are ARTICLES OF AMENDMENT for SAABS & MORE OF SARASOTA, INC. along with Notary Public certification and a check in the amount of \$ 96.25 to cover the cost of the filling fees, certified copies of same and a certificate of status.

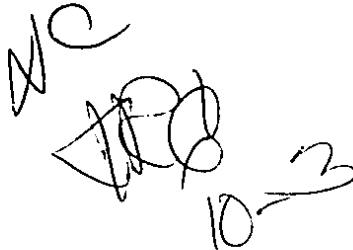
If you have any questions, please direct them to:

Owen H. Walton, Jr.
P O Box 331
Londonderry, New Hampshire 03053
603-432-8175

Respectfully,


Owen H. Walton, Jr.
Secretary

BF
Mr. JOHN HEADY
711 S. Osprey Ave
Sarasot
34236

WC

10-3

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SAABS & MORE OF SARASOTA, INC.

The undersigned, being the President and Secretary of SAABS & MORE OF SARASOTA, INC., a Florida corporation hereby certify the following Amendment to the Articles of Incorporation was duly adopted unanimously by all of the directors and shareholders of the corporation by resolutions dated September 25, 1995.

AMENDMENT

1. Article 1 is amended to read as follows:

ARTICLE 1. NAME

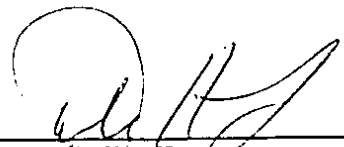
The name of the corporation shall be:

B.F.AUTOMOTIVE, INC.

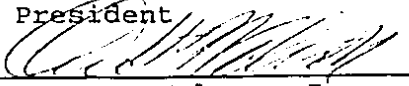
The address of the principal office of the corporation shall be 7115 Osprey Avenue, Sarasota, Florida 34236 and the mailing address shall be the same.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, I hereby set my hand and seal this 25 day of September, 1995.

BY: 

Jack H. Fox
President

BY: 

Owen H. Walton, Jr.
Secretary/Treasurer

95 SEP 28 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA

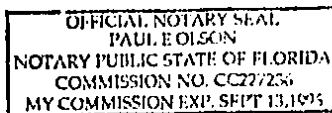
COUNTY OF SARASOTA

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Jack H. Fox and Owen H. Walton, Jr., the President and Secretary of SAABS & MORE OF SARASOTA, INC., known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same.

who is personally known to me
 who has produced DRIVE LIC as identification

and who did (did not) take oath, and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth.

Witness my hand and official seal in the County and State last aforesaid this 27th day of SEPT. 1995.



Paul E. Olson
NOTARY PUBLIC

PAUL E. OLSON

Notary Public
Serial# (if any)