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FLORIDA PROFIT/NON PROFIT CORPORATION

Auto Club International, Inc.

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ARTICLES OF INCORPORATION
OF
AUTO CLUB INTERNATIONAL, INC.

The undersigned incorporators do hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Not For Profit Corporation Act (the "Act").

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

AUTO CLUB INTERNATIONAL, INC.

ARTICLE II

PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 1515 North Westshore Boulevard, Tampa, Florida 33607.

ARTICLE III

PURPOSE

The objects and purposes of the Corporation shall be to: (a) obtain and preserve its accreditation and good standing with the American Automobile Association ("AAA"), as well as those of its Affiliate Clubs, (b) the preservation of the corporate culture of affiliate club members, (c) better serve Affiliate Club members, (d) accelerate and exploit Affiliate Club expertise for the benefit of such clubs, (e) contribute to the attainment of improved operating efficiency and cost effectiveness of Affiliate Clubs, (f) enhance the AAA and Canadian Automobile Association ("CAA") brands. For purposes of the foregoing, Affiliate Club(s) means AAA Auto Club South, Inc., a Florida not for profit corporation, and Automobile et

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Touring Club du Quebec, a duly incorporated corporation organized under Part II of the Canada Corporations Act, and any AAA or CAA club that becomes an Affiliate Club of the Corporation.

Enumeration of the objects and purposes herein set forth shall not be considered as a limitation upon the objects and purposes of the Corporation, but in addition thereto, the Corporation shall have all the objects, purposes and powers now or hereafter conferred by the laws of the State of Florida upon corporations organized under the Florida Not For Profit Corporation Act, and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV

DIRECTORS

The composition of the Board of Directors, including the number of directors serving, the increase or decrease in number of directors and the method of their election or appointment shall be determined in accordance with the procedures set forth in the By-Laws.

ARTICLE V

MEMBERS

The Corporation shall not have any members.

ARTICLE VI

BY-LAWS

By-Laws shall be adopted, altered, amended or replaced as provided in the By-Laws themselves. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

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ARTICLE VII

TERM

The term for which this Corporation exists shall be perpetual.

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended by a seventy-five percent (75%) vote of the members of the Board of Directors of this Corporation present at any duly called meeting of such Directors at which a quorum is present. Unless waived by a seventy-five percent (75%) vote of the members of the Board of Directors, written notice of the proposed amendment to be presented to the Board shall have been given to each Director at least thirty (30) days before any meeting thereof.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify persons for such acts as are more particularly provided in the Corporation's By-Laws.

ARTICLE X

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered agent of this Corporation is 1515 North Westshore Boulevard, Tampa, Florida 33607, and the name of the initial registered agent at that address is Thomas E. O'Brien.

ARTICLE XI

INCORPORATORS

The names and street addresses of the incorporators of this Corporation are:


Thomas E. O'Brien
1515 North Westshore Boulevard
Tampa, Florida 33607

and

Paul A. Pelletier
444 Bouvier St.
Quebec G2J 1R3, Canada

IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals effective as of the ___ day of February, 2007.


Thomas E. O'Brien, Incorporator


Paul A. Pelletier, Incorporator

THE UNDERSIGNED, named as the registered agent in Article X of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act, including specifically Section 617.0503 thereof.


Thomas E. O'Brien

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