

Law Offices of
RANDALL G. MINOR, P. A.
Attorney At Law

*2414 University Boulevard, West
Tallahassee, Florida 32317*

*Telephone (904) 448-9225
Facsimile (904) 448-5592*

December 23, 1996

PG 7000010736

Office of the Secretary of State
Attention: Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

200002074202--7
-01/30/97--01115--016
****122.50 ****122.50

Re: S & K MUFFLER, INC.

Dear Gentlemen:

Enclosed please find an original and copy of the following Articles of Incorporation for S & K Muffler, Inc. Please forward me a certified copy of the Articles after the same has been filed with your office. Enclosed is my check in the amount of \$122.50 to cover the costs.

If you need further information or documents or if you have any questions, please call me collect at the above number.

Very truly yours,


Randall G. Minor

RGM/st
Enclosures



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 30 PM 11:43

PM 11:43

ARTICLES OF INCORPORATION
OF
S & K MUFFLER, INC.

FILED
97 JAN 30 PM 4:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I-NAME AND PRINCIPAL ADDRESS

The name of this corporation is S & K MUFFLER, INC., and the principal address is 9723 Pembridge Drive, South, Jacksonville, Florida 32221.

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which a corporation may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 5000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V-PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his 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 9723 Pembridge Drive, South, Jacksonville, Florida 32221, and the name of the initial registered agent of this corporation at that address is SCOTT KEELER.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be increased from time to time by the By-Laws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:
SCOTT KEELER, 9723 Pembridge Drive, South, Jacksonville, Florida 32221.

ARTICLE VIII-INCORPORATORS

The name and address of each person signing these Articles is:
SCOTT KEELER, 9723 Pembridge Drive, South, Jacksonville, Florida 32221.

ARTICLE IX-OFFICERS

The names and addresses of the Officers of this Corporation who will hold office on the first year of existence of this

corporation or until their successors are elected or appointed and have qualified, are as follows:

President/Vice President - Scott Keeler, 9723 Pembridge Drive, South, Jacksonville, Florida 32221.

Secretary/Treasurer - Elizabeth Ann Keeler, 9723 Pembridge Drive, South, Jacksonville, Florida 32221.

ARTICLE X-INDEMNIFICATION

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

ARTICLE XI-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 3 day of Jan, 1997.

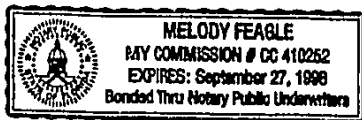

SCOTT KEELER, President

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **SCOTT KEELER**, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 3rd day of January, 1998.

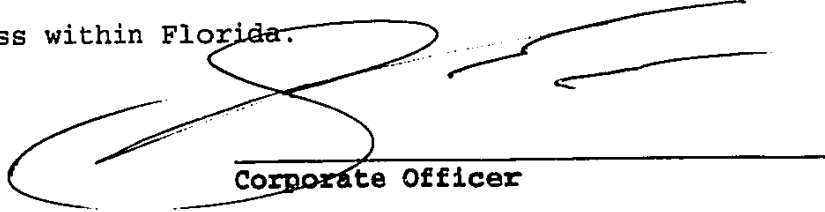


Melody Feagle
Notary Public
My Commission Expires:

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST - THAT S & K MUFFLER, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Jacksonville, State of Florida, has named **RANDALL G. MINOR, ESQUIRE**, located at 2414 University Boulevard West, Jacksonville, Florida 32217, as its Agent to accept service of process within Florida.



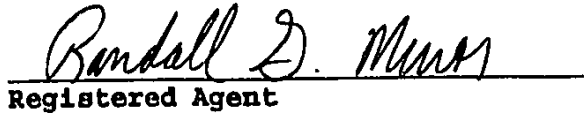
Corporate Officer

Owner
Title

Date 1-3-97

FILED
97 JAN 30 PM 1:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties.



Registered Agent

Date