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August 27, 1997

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VIA FEDERAL EXPRESS
PRIORITY OVERNIGHT MAIL NO. 4716307610

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

Re: Auto Advantage, Inc.
Our File No. 99999

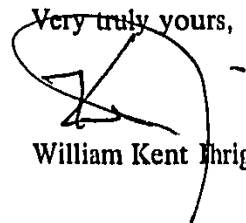
To whom it may concern:

Enclosed herewith you will find an original and one copy of the Articles of Incorporation for Auto Advantage, Inc.

Also, enclosed you will find our trust account check in the amount of \$70.00 to pay for the filing of same.

Should you have any questions regarding the above, please do not hesitate to contact me.

Very truly yours,



William Kent Ihrig

WKI:po
Enclosures
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Medeau AUG 29 1997

**ARTICLES OF INCORPORATION
OF**

AUTO ADVANTAGE, INC.

ARTICLE I - NAME

The name of this Corporation is:

AUTO ADVANTAGE, INC.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The Corporation is formed for the purpose of operating and transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 per share par value common stock, which shall be designated "Common Shares".

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V - PRINCIPAL OFFICE

The principal office or mailing address of the Corporation is:

401 East Jackson Street, Suite 2400, Tampa, Florida 33602

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

A. The street address of the initial registered office of this Corporation is:

401 East Jackson Street, Suite 2400, Tampa, Florida 33602

B. The name of the initial Registered Agent of this Corporation at such address is:

William Kent Ihrig

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Directors 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:

Frank S. Burkett
120 14th Street
Bellair Beach, FL 34634

ARTICLE VIII - INCORPORATOR

A. The name of the person signing these Articles is:

William Kent Ihrig

B. The address of the person signing these Articles of Incorporation is:

401 East Jackson Street, Suite 2400, Tampa, Florida 33602

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the Shareholders stock sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of Shareholders may be called by the President, the Secretary, a majority of the Shareholders, the Board of Directors of this Corporation or a designee of any of the same.

ARTICLE XI - REMOVAL OF DIRECTORS

A fifty-one percent (51%) interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

ARTICLE XII - INTERESTED DIRECTORS CONTRACTS

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

a. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

b. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

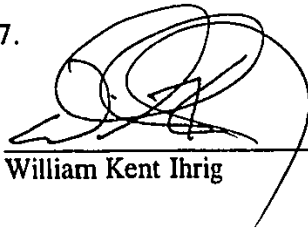
c. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee, or the Shareholders.

ARTICLE XIII - EXTRAORDINARY ACTION

The affirmative vote of fifty-one percent (51%) of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these articles so as to increase or decrease the authorized number of, or change the designations, preferences,

qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell, lease, or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of August, 1997.



William Kent Ihrig

STATE OF FLORIDA :
: COUNTY OF HILLSBOROUGH :

THE FOREGOING INSTRUMENT was acknowledged before me this 27th day of August, 1997 by William Kent Ihrig, who is personally known to me or has produced _____ as identification and did not take an oath.
[Notary, check appropriate blank; and, if obtaining identification, fill in appropriate identification number.]



Notary Public

MARIA ELENA OATES
(Printed Name of Notary)

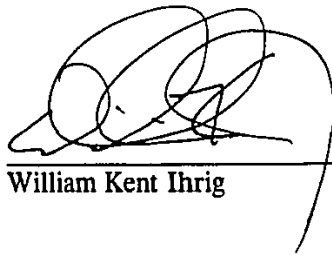
My Commission Expires:

(Serial Number, if any)



ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept service of process for Auto Advantage, Inc. at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in such capacity, and agree to comply with the provisions of Section 48.04, *Florida Statutes*, relative to keeping open said office.



William Kent Ihrig

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA