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AUTO CARE
CENTERS OF AMERICA

September 16, 1997

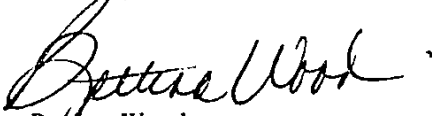
Florida Department of State
Division of Corporations
409 E Gaines Street
Tallahassee, FL 32399

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To Whom It May Concern:

Enclosed please find the Articles of Incorporation for three separate companies. Along with these documents, enclosed are three checks for \$122.50 each to cover the filing fee, Registered Agent Fee and the Certified Copy fee.

Sincerely,



Bekina Wood
Controller

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 17 AM 9:08

9/18/97

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 17 AM 9:08

ARTICLES OF INCORPORATION
OF
SAMPLE RETAIL CENTER, INC.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is SAMPLE RETAIL CENTER, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue shall be 1,000, at \$1.00 per value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the corporation shall be 943 Clint Moore Road, Boca Raton, Florida 33487. The name of the corporation's initial registered agent is Martin P. Heise.

ARTICLE V

The number of directors constituting the initial Board of Directors of this corporation is two (2). The names and street addresses of the initial directors of this corporation are:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Martin P. Heise | 943 Clint Moore Road Boca Raton, FL 33487 |
| Gerald S. Berson | 943 Clint Moore Road Boca Raton, FL 33487 |

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

| | |
|--|--|
| Gerald S. Berson President | 943 Clint Moore Road Boca Raton, FL 33487 |
| Martin P. Heise Treasurer/Secretary | 943 Clint Moore Road Boca Raton, FL 33487 |

ARTICLE VII

The name and address of the incorporator is Martin P. Heise, 943 Clint Moore Road, Boca Raton, Florida 33487.

ARTICLE VIII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Chapter 607, Florida Statutes.

ARTICLE IX

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE X

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the By-Laws.


ARTICLE XI

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XII

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED this 12th day of September, 1997.

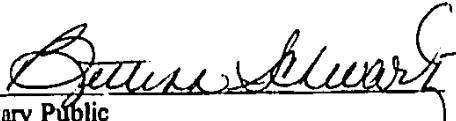


Martin P. Heise

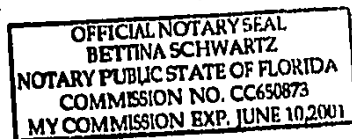
STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Martin P. Heise, to me known to be the person described in and who executed the foregoing Articles of Incorporation of SAMPLE RETAIL CENTER, INC., and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 12th day of September, 1997.



Notary Public
State of Florida
My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

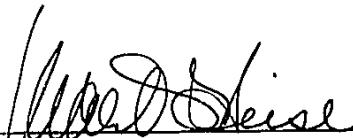
In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

That SAMPLE RETAIL CENTER, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named Martin P. Heise, as the person upon whom process may be served at the following address:

943 Clint Moore Road
Boca Raton, Florida 33487

ACKNOWLEDGMENT:

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 agree to comply with the provisions of said Act relative to keeping open said office.



Martin P. Heise