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AAA AUTO CLUB SOUTH, INC.

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SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION SECRETARY OF STATE
OF AAA AUTO CLUB SOUTH, INC. TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, AAA Auto Club South, Inc (the "Corporation") certifies that:

1. AAA FLORIDA/GEORGIA, INC. was originally incorporated by approval of the Circuit Court of Hillsborough County, Florida, on October 1, 1936 as the TAMPA MOTOR CLUB. By a June 20, 1958 Amendment to its Charter, the original name was changed to the PENINSULA MOTOR CLUB. On November 29, 1962, pursuant to the statutory procedure for the reincorporation of corporations not-for-profit, the charter of the PENINSULA MOTOR CLUB, as amended through such date, was filed with the Secretary of State for the State of Florida and recognized, in Document Number 704842, as PENINSULA MOTOR CLUB, INC., a Florida corporation not-for-profit. By an amendment to its Charter on August 1, 1988, the corporate name was changed to AAA FLORIDA/GEORGIA, INC. On May 19, 1989, the corporation amended and restated its Articles of Incorporation. By amendment to its Articles of Incorporation on January 15, 1990, the corporate name was changed to AUTO CLUB OF THE SOUTH, INC. By amendment to its Articles of Incorporation on May 22, 1990, the corporate name was changed to AAA Auto Club South, Inc. The Articles of Incorporation were amended again on May 5, 1998.

2. These Second Amended and Restated Articles of Incorporation do not contain any amendments that require member approval. These Second Amended and Restated Articles of Incorporation were adopted by the unanimous vote of the Board of Directors of the Corporation.

3. The original Amended and Restated Articles of Incorporation as amended, are amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the Corporation shall be AAA Auto Club South, Inc.

ARTICLE II - PURPOSES

The objects and purposes shall be to:

A. Conduct an organization composed in whole or in part of persons owning motor vehicles or in whole or in part of persons known generally as the traveling public;

B. Aid in securing the enactment of rational legislation and the formulation of proper rules and regulations governing the use of motor vehicles and other means of travel and the proper administration and observance of same;

C. Promote understanding among people in the United States and abroad and to that end to promote and arrange for travel of all kinds by land, sea and air;

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D. Protect owners and users of motor vehicles and other means of travel and the traveling public in general against unjust and unreasonable legislation and to maintain their lawful rights and privileges;

E. Promote and encourage in all ways the construction and maintenance of good roads, the improvement of existing highways, the erection of legible warning and direction signs, the issuance of touring information, maps, etc., and in all ways to encourage, develop and provide safe and convenient travel conditions, services and facilities, including highways, air ways, sea ways and any other means of travel;

F. Sponsor, encourage and promote safety education in schools and furnish such materials and supplies as may be useful in connection therewith;

G. Advance in every way the best interest of owners and users of motor vehicles and the traveling public in general;

H. Inform and educate the traveling public and all motorists in the principles of traffic and travel safety and in other matters concerning travel and motorists in general;

I. Encourage both domestic and international travel by members and by the general public, to make travel arrangements for such travel services, and to generally operate as a travel agency;

J. Do any and all things useful and convenient to reduce the costs of travel by automobile or otherwise; and to operate an all inclusive travel service;

K. Provide a full array of financial and insurance services; and

L. Carry out and accomplish all or any part of the objects and purposes herein set forth in any lawful manner, either as principal or agent, directly or indirectly, through the use of agents, subsidiary and affiliated companies or any combination thereof.

ARTICLE III - MEMBERS

The Corporation shall have two classes of members: one class shall be referred to as "Member," and the other class shall be referred to as "Corporate Member".

The Corporation shall have only one Corporate Member which shall be Auto Club International, Inc., a Florida Not For Profit Corporation. The Corporate Member shall have only those rights and powers specified in the Bylaws.

Any person of good reputation shall be eligible for membership as a Member in this corporation. Any such individual may become a Member upon the filing with the corporation of a proper application with such endorsements and approval as may be required by the bylaws, and upon paying such fees and dues as shall be fixed from time to time by the Board of Directors.

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adopted as required by law; and supersede the original Articles of Incorporation and all amendments and restatements thereto.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 26th day of February, 2007.

AAA AUTO CLUB SOUTH, INC.

By: Thomas E. O'Brien
Thomas E. O'Brien, President

(SEAL)

ATTEST:

Kevin W. Bakewell
Kevin W. Bakewell - Secretary