

J. L. STOVER & CO., INC., ACCOUNTANTS
4110 McCorvey Road, Deland Florida 32724

F96000004526

August 28, 1996

Florida Department of State
Division of Corporations
Attn: Mr. Bart Collins
P.O. Box 6327
Tallahassee, FL 32314

Re: H & M Auto Center of Deland, Inc.

700001939687
-09/05/96--01054--004
***\$800.00 ***\$800.00

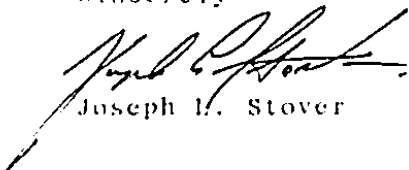
Dear Bart,

First of all I want to thank you for your time today discussing the H & M Auto Center, Inc. situation.

Please find attached a check for the amount of \$800.00 for the filing fees outlined in your letter of July 29, 1996. Also please find enclosed the Articles of Incorporation for the corporation to be known as H & M Auto Center of Deland, Inc. As your letter of July 29 also pointed out my client has already paid the state \$70.00 for filing fees and nothing has been filed, therefore please use these fees as payment to file the new articles for H & M Auto Center of Deland, Inc. At your earliest convenience, please send me a confirmation letter that this letter has been received, the new corporation has been filed and the problem with the old corporation has been resolved.

Should you need to contact me, please do so at 904-734-0077.

Sincerely


Joseph L. Stover

JS/js

Corporation has not qualified to transact business in Florida. It has paid \$800 in past annual report fees for transacting business in Florida without authority for years 1992 through 1996.

Penalties waived pursuant to Law of Florida 96-212

904-734-0077

HC 9/4/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

July 29, 1996

ALLEN HOLSTINE
H & M AUTO CENTER, INC.
1437 N. AMELIA AVE
DELAND, FL 32724

SUBJECT: H & M AUTO CENTER, INC.
Ref. Number: W96000015756

We have received your document for H & M AUTO CENTER, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

Pursuant to section 607.1502(4) or 617.1502(4), F.S., this office is required to collect a penalty of \$1000 for each year this corporation transacted business in Florida prior to qualification and the appropriate annual report fees that would have been due had the corporation qualified the year it began operation in this state.

However, the \$1000 per year penalty fee is waived, pursuant to laws of Florida 96-212, for any corporation that applies for a certificate of authority between July 1, 1996 and December 1, 1996.

The total amount due this office through December 31, 1996 to cover the back annual report(s) is \$800.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Lotto Number: 696A00036217

TRANSMITTAL LETTER

TO Qualification/Tax Lien Section
Division of Corporations

SUBJECT H & M Auto Center, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Allen Holstine

(Name of Person)

3000001905523
-01726796--01051--002
*****70.00 *****70.00

H & M Auto Center, Inc.

(Firm/Company)

1437 North Amelia Avenue

(Address)

DeLand, Florida 32724

(City/State/Zip)

WFO-15756
P.417

Should you need to call someone concerning this matter, please call:

Allen Holstine

(Name of Person)

at (904) 734-1505

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

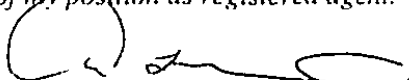
1. H & M Auto, Inc.^{Carter}
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. State of Delaware
(State or country under the law of which it is incorporated)
3. 59-3094342
(FBI number, if applicable)
4. 11-22-91
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 2, 1992
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1437 North Amelia Avenue
DeLand, Florida 32724
(Current mailing address)
8. Automobile Repair Services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Allen Holstine

Office Address: 1437 North Amelia Avenue
DeLand, Florida, 32724
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box **NOT** acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box **NOT** acceptable)

President: Allen Holstine

Address: 524 North High Street

Deland, Florida 32720

Vice President: _____

Address: _____

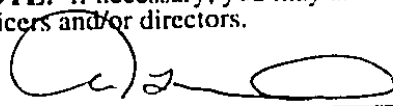
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Allen Holstine, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "H & H AUTO CENTER, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF JULY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2270850 9200

060196072

AUTHENTICATION:

8014711

DATE:

07-07-96