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THE UNITED STATES CORPORATION COMPANY

DEPARTMENT OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 585910 7531B
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : February 11, 2000
ORDER TIME : 2:36 PM
ORDER NO. : 585910-005
CUSTOMER NO: 7531B
CUSTOMER: Mr. Clinton Crabtree
GENERAL BUSINESS SERVICES INC.
GENERAL BUSINESS SERVICES INC.
P. O. Box 2485
Brandon, FL 33509

DOMESTIC FILING

NAME: RALPHS AUTOMOTIVE SERVICE CENTER INC.

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-02/14/00--01001--013
****78.75 ****78.75

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: [Signature]

Christie Lillich GAVE

AUTHORIZATION BY PHONE TO CORRECT Corp Name

DATE 2/14/00

DOC. EXAM [Signature]

DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF

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RALPH'S AUTOMOTIVE SERVICE CENTER INC

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I, THE UNDERSIGNED INCORPORATOR, DO HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE, AND FILE WITH THE STATE OF FLORIDA, THESE ARTICLES OF INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION FOR PROFIT, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES AND LIABILITIES OF CORPORATIONS FOR PROFIT.

ARTICLE I NAME

THE NAME OF THIS CORPORATIONS SHALL BE RALPH'S AUTOMOTIVE SERVICE CENTER INC

ARTICLE II DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, UPON FILING WITH THE SECRETARY OF STATE.

ARTICLE III TYPE OF BUSINESS

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

ARTICLE IV CAPITAL STOCK

THE TOTAL NUMBER OF SHARES AUTHORIZED TO BE ISSUED BY THE CORPORATION IS 7000 SHARES WITH A PAR VALUE OF \$1.00 PER SHARE. ALL OF SAID SHARES SHALL BE COMMON STOCK. SAID STOCK SHALL BE PAID FOR IN CASH, SERVICES OR PROPERTY, AS THE BOARD OF DIRECTORS MAY APPROVE OR PROVIDE FOR. ALL SHARES SHALL BE FULLY PAID AND NON ASSESSABLE.

ARTICLE V CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL COMMENCE BUSINESS WILL BE

ARTICLE VI INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

THE STREET ADDRESS OF THE INITIAL REGISTERED PRINCIPAL OFFICE OF THIS CORPORATION IS 13095 US 92 EAST DOVER FL 33527 THE NAME OF THE REGISTERED AGENT AT THAT ADDRESS IS RICHARD D BETHUNE

ARTICLE VII DIRECTORS

THE CORPORATION SHALL HAVE ONE DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS SHALL NOT BE LESS THAN ONE NOR MORE THAN FIVE. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY A MAJORITY VOTE OF THE STOCKHOLDERS.

ARTICLE VIII BOARD OF DIRECTORS

THE NAME AND ADDRESS OF EACH OF THE INITIAL MEMBERS(S) OF THE BOARD OF DIRECTORS ARE AS FOLLOWS:

RICHARD D BETHUNE 4020 NORTH GALLAGHER ROAD DOVER FL 33527

ARTICLE IX INCORPORATORS

THE NAME(S) AND ADDRESS OF EACH OF THE INITIAL SUBSCRIBERS(S) SIGNING THESE ARTICLES IS AS FOLLOWS:

RICHARD D BETHUNE 4020 NORTH GALLAGHER ROAD DOVER FL 33527

ARTICLE X BYLAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS

ARTICLE XI ADOPTION OF BY LAWS

AN ORGANIZATIONAL MEETING OF THE SUBSCRIBERS OR THEIR ASSIGNS SHALL BE HELD, AT THE CALL OF THE DIRECTOR(S), FOR THE PURPOSE OF COMPLETING THE ORGANIZATION OF THE CORPORATION AND THE ADOPTION OF THE BYLAWS AND THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING.

ARTICLE XII AMENDMENT

THE CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, IN A MANNER AS PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS' MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE. ANY RIGHTS CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION.

ARTICLE XIII TERMS OF ISSUING STOCK

STOCK TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORATION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS, AND CONDITIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.


ARTICLE XIV RESTRICTIONS ON TRANSFER OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

RICHARD D BETHUNE.....500

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS OR CORPORATIONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS OF SUCH OFFER, AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL THE SHAREHOLDERS AND THIS CORPORATION.

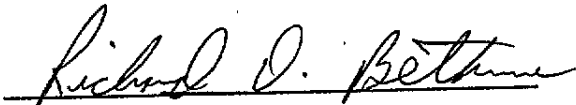
IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME AND AFFIXED MY SEAL TO THESE ARTICLES OF INCORPORATION ON THIS 03rd DAY OF FEBRUARY 2000



RICHARD D BETHUNE

CERTIFICATE DESIGNATING THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED PURSUANT TO CHAPTER 48.091 OF THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPLE OFFICE OF BUSINESS LOCATED AT DOVER, COUNTY OF HILLSBOROUGH, STATE OF FLORIDA, HAS NAMED RICHARD D BETHUNE AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THAT STATE. ACKNOWLEDGEMENT: HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE 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.


RICHARD D BETHUNE

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TALLAHASSEE, FLORIDA