

P00000093237

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: ACCELL AUTO, INC.

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-09/29/00--01038--012
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

- () \$ 70.00 Filing Fee
- (✓) \$ 78.75 Filing Fee & Certificate
- () \$122.50 Filing Fee & Certified Copy
- () \$131.25 Filing Fee, Certified Copy, & Certificate

FROM: Valerie A. Baughman
5248 Baffin Circle
Spring Hill, FL 34606
(352) 684-0150 Daytime Telephone Number

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

FOR

ACCELL AUTO, INC.

FILED
00 SEP 29 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Accell Auto, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office of the corporation is 5248 Baffin Circle, Spring Hill, Florida 34606. The mailing address of the corporation is 5248 Baffin Circle, Spring Hill, Florida 34606.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to issue is 100 shares of common stock having no par value per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

The percentage of ownership of stock is set forth as follows:

| | |
|---------------------|------|
| Valerie A. Baughman | 100% |
|---------------------|------|

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7369 Tarrytown Drive, Spring Hill, Florida 34606, and the name of the initial registered agent of this corporation is Teri Wilson.

ARTICLE V.- INCORPORATOR

The name and street address of the Incorporator of the corporation is:

| <u>Name</u> | <u>Address</u> |
|---------------------|--|
| Valerie A. Baughman | 5248 Baffin Circle Spring Hill, Florida 34606 |

ARTICLE VI - DIRECTORS

The corporation shall initially have one (1) director. The method of electing (e.g., cumulative, non-cumulative), removing and replacing directors shall be prescribed by the By-Laws of the corporation. The number of directors may be increased or decreased from time to time by the By-Laws of the corporation. The names and street addresses of the initial director who shall hold office until the first annual meeting of the stockholders of the corporation or until their successors are elected or appointed and qualified are:

| <u>Name</u> | <u>Address</u> |
|---------------------|--|
| Valerie A. Baughman | 5248 Baffin Circle Spring Hill, Florida 34606 |

ARTICLE VII - GENERAL PURPOSE

The purpose for which the corporation has been formed is: To engage in and transact any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE VIII - TERM OF EXISTENCE

The corporation shall commence its corporate existence on the date these Articles of Incorporation are filed with the Department of State, and shall have perpetual existence thereafter unless dissolved according to law.

ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in such manner as provided in the By-Laws of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27 day of September 2000.

Valerie A. Baughman
Valerie A. Baughman

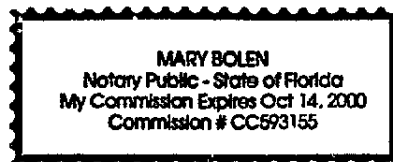
STATE OF FLORIDA
COUNTY OF Hernando

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Valerie A. Baughman, as Incorporator for Accell Auto, Inc., who is known to me and is known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein stated.

This the 27th day of September, 2000.

Notary Public
My Commission Expires:

Mary Bolen
10-14-2000



ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

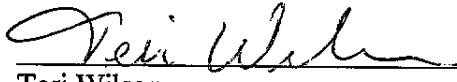
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Teri Wilson, certify that I am an individual resident in this state and that my residence is identical with the registered office of the corporation which is 7369 Tarrytown Drive, Spring Hill, Florida 34606.

I hereby accept the appointment to serve as the initial registered agent of ACCELL AUTO, INC. As registered agent, I agree to accept service of process on behalf of ACCELL AUTO, INC., to keep the registered office open during the prescribed hours, and to post my name in some conspicuous place in the Registered Office as required by law.

I also accept the obligations provided for in Sections 607.0505 and 607.325, Florida Statutes (concerning the production of corporate documents pursuant to subpoena).

Dated this 29th day of September, 2000.


Teri Wilson