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Stephen L. Skipper

Attorney at Law

*SS*

December 7, 2000

Department of State  
Division of Corporations  
Initial Filing - For Profit  
P.O. Box 6327  
Tallahassee, FL 32314

700003495257--5  
-12/11/00-01118-006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

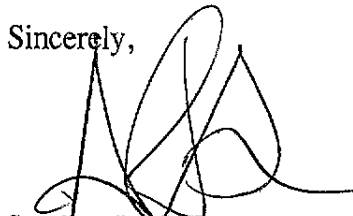
Gentlemen:

I am enclosing proposed Articles of Incorporation for filing. Please find our check in the amount of \$70.00 to cover the following items:

Filing Fee .....	\$35.00
Registered Agent Filing Fee .....	\$35.00
Certificate of Status .....	<u>\$8.75</u>
Total .....	* \$78.75

Please contact me if anything further is required to complete this filing. Also, please send all correspondence to my attention at the above address.

Sincerely,



Stephen L. Skipper

SLS/jcs

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FILED  
00 DEC 11 AM 7:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch DEC 15 2000

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00 DEC 11 AM 7:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

*Superior Auto Electric, Inc.*

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 Superior Auto Electric, Inc.

*ARTICLE II - Principal Office*

The principal office, and mailing address of the corporation is 5000 Ralph Miller Road, St Cloud, FL 34771-9695.

*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 par value of one (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

*ARTICLE IV - Initial Registered Office and Agent*

The street address of the initial registered office of this corporation is 5000 Ralph Miller Road, St Cloud, FL 34771-9695, and the name of the initial registered agent of this corporation is Sharon E. Edwards.

*ARTICLE V - Incorporator*

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

<u>Name</u>	<u>Address</u>
Sharon E. Edwards	5000 Ralph Miller Road St Cloud, FL 34771-9695

*ARTICLE VI - Directors*

The corporation shall initially have one (1) director. The method of electing (eg., 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 directors 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>
Sharon E. Edwards	5000 Ralph Miller Road St Cloud, FL 34771-9695

*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 of subscription and acknowledgment of these Articles of Incorporation, 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 the 7<sup>th</sup> day of December, 2000.

Sharon E. Edwards  
Sharon E. Edwards

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, personally appeared Sharon E. Edwards as Incorporator for Superior Auto Electric, Inc., this the 7th day of December, 2000, who executed the foregoing Articles of Incorporation before me, who acknowledged before me that (s)he executed the same freely and voluntarily for the purposes therein stated, and [ ] who is personally known to me, or [X] who produced a FL-E363-785-S9-823 as identification.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



Stephen L. Skipper  
MY COMMISSION # CC723360 EXPIRES  
March 27, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

00 DEC 11 AM 7:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT*

I, Sharon E. Edwards, certify that I am an individual resident in this state and that my business office is identical with the registered office of the corporation which is 5000 Ralph Miller Road, St Cloud, FL 34771-9695.

I hereby accept the appointment to serve as the initial registered agent of Superior Auto Electric, Inc. As registered agent, I agree to accept service of process on behalf of Superior Auto Electric, 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, Florida Statutes (concerning the production of corporate documents pursuant to subpoena).

Dated this the 7<sup>th</sup> day of December, 2000.

Sharon E Edwards  
Sharon E. Edwards