



2515 S. Atlantic Ave., Suite 203 • Cocoa Beach, FL 32931

(407) 783-4220 • FAX (407) 868-1016

★ CORPORATE OFFICES ★

TOM VEAL
PRESIDENT

600003562786--2
-01/22/01--01103--001
*****75.00 *****70.00

January 16, 2001

Fla. Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla.
32314

FILED
01 JAN 22 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sirs:

Enclosed please find articles of incorporation for filing Mr. Auto Insurance of Merrill Road, Inc. and appropriate fee. Please process and forward charter number to Mr. Auto Inc., 2515 S. Atl. Ave. Suite 203, Cocoa Beach, Fla. 32931.

Thank you for your usual prompt attention.

Sincerely,

Tom Veal

Pl. 1/23/01 ✓

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MR. AUTO INSURANCE OF MERRILL ROAD, INC.

ARTICLE I NAME & ADDRESS:

THE NAME AND ADDRESS OF THIS CORPORATION ARE:

MR. AUTO INSURANCE OF MERRILL ROAD, INC.
2803 HOLLY POINT DR., JACKSONVILLE, FLORIDA 32277

ARTICLE II PURPOSE:

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS.

ARTICLE III CAPITAL STOCK:

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE HUNDRED (100) SHARES OF \$10.00 PAR VALUE OF COMMON STOCK.

ARTICLE IV PREEMPTIVE RIGHTS:

EVERY STOCKHOLDER, UPON THE ISSUANCE OR SALE OF EITHER NEW OR TREASURY STOCK FOR CASH, PROPERTY, SERVICES, IN PAYMENT OF CORPORATE DEBTS OR OTHERWISE SHALL HAVE THE RIGHT TO PURCHASE HIS\HER PROPORTIONATE SHARE THEREOF.

ARTICLE V INITIAL REGISTERED
OFFICE AND AGENT:

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 2803 HOLLY POINT DR., JACKSONVILLE, FLORIDA 32277 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS TOM VEAL WHICH AGENT, PURSUANT TO SECTION 48.091, FLORIDA STATUTES, SHALL ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ARTICLE VI BOARD OF DIRECTORS:

THIS CORPORATION SHALL HAVE TWO (2) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME IN SUCH MANNER AS MAY BE PRESCRIBED BY THE BYLAWS. THE NAMES AND ADDRESSES OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE:

PAGE TWO.

NAME

ADDRESS

STEPHEN L. ARNOLD

2803 HOLLY POINT DR., JAX,
FLORIDA 32277

MARILYN C. ESCOE

2803 HOLLY POINT DR., JAX,
FLORIDA 32277

THE CORPORATION SHALL INDEMNIFY AND HOLD HARMLESS EACH PERSON WHO SHALL SERVE AT ANY TIME HEREAFTER AS A DIRECTOR OR OFFICER OF THE CORPORATION, AND ANY PERSON WHO SERVES AT THE REQUEST OF THIS CORPORATION AND AGAINST ANY AND ALL CLAIMS AND LIABILITIES TO WHICH SUCH PERSON SHALL BECOME SUBJECT BY REASON OF HIS\HER HAVING HERETOFORE OR HEREAFTER BEING A DIRECTOR OR OFFICER OR AGENT OF THE CORPORATION, OR BY REASON OF ANY ACTION ALLEGED TO HAVE BEEN HERETOFORE OR HEREAFTER TAKEN OR OMITTED BY HIM\HER AS SUCH DIRECTOR OR OFFICER OR AGENT, AND SHALL REIMBURSE EACH SUCH PERSON FOR ALL EXPENSES (INCLUDING ATTORNEY'S FEES) REASONABLY INCURRED BY HIM\HER IN CONNECTION WITH ANY SUCH CLAIM OR LIABILITY; PROVIDED THAT NO PERSON SHALL BE INDEMNIFIED AGAINST, OR BE REIMBURSED FOR ANY EXPENSES INCURRED IN CONNECTION WITH ANY CLAIM OR LIABILITY AS TO WHICH IT SHALL BY ADJUDGED THAT SUCH OFFICER OR DIRECTOR OR AGENT IS LIABLE FOR GROSS NEGLIGENCE OR WILLFUL MISCONDUCT IN THE PERFORMANCE OF HIS\HER DUTIES.

THE RIGHTS ACCRUING TO ANY PERSON UNDER THE FOREGOING PROVISIONS SHALL NOT EXCLUDE ANY OTHER RIGHT TO WHICH HE\SHE MAY BE LAWFULLY ENTITLED, NOR SHALL ANYTHING HEREIN CONTAINED RESTRICT THE RIGHT OF THE CORPORATION TO INDEMNIFY OR REIMBURSE SUCH PERSON IN ANY PROPER CASE EVEN THOUGH NOT SPECIFICALLY HEREIN PROVIDED FOR.

NO CONTRACT OR OTHER TRANSACTION BETWEEN THIS CORPORATION AND ANY OTHER CORPORATION, AND NO ACT OF THIS CORPORATION SHALL IN ANY WAY BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE DIRECTORS OF THE CORPORATION ARE PECUNIARILY OR OTHERWISE INTERESTED IN OR ARE DIRECTORS OR OFFICERS OF SUCH OTHER CORPORATION; ANY DIRECTOR INDIVIDUALLY, OR ANY FIRM OF WHICH ANY DIRECTOR MAY BE A MEMBER, MAY BE A PARTY TO, OR MAY BE PECUNIARILY OR OTHERWISE INTERESTED IN, ANY CONTRACT OR TRANSACTION OF THE CORPORATION, PROVIDED THAT THE FACT THAT HE\SHE OR SUCH FIRM SO INTERESTED SHALL BE DISCLOSED OR SHALL HAVE BEEN KNOWN TO THE BOARD OF DIRECTORS OR SUCH MEMBERS THEREOF AS SHALL BE PRESENT AT ANY MEETING OF THE BOARD AT WHICH ACTION UPON ANY SUCH CONTRACT OR TRANSACTION SHALL BE TAKEN, AND ANY DIRECTOR OF THE CORPORATION WHO IS ALSO A DIRECTOR OR OFFICER OR SUCH OTHER CORPORATION, OR IS SO INTERESTED, MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS OF THE CORPORATION WHICH SHALL AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION, AND MAY VOTE THEREAT TO AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION WITH LIKE FORCE AND EFFECT AS IF HE\SHE WERE NOT SUCH DIRECTOR OR OFFICER OF SUCH OTHER CORPORATION OR NOT SO INTERESTED.

PAGE THREE.

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ARTICLE VII INCORPORATOR:

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES AS
TOM VEAL 2803 HOLLY POINT DR., JACKSONVILLE, FLORIDA 32277

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII AMENDMENT:

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

ARTICLE IX BYLAWS:

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

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 1ST DAY OF JANUARY 2001.

T. Veal
SUBSCRIBER

STATE OF FLORIDA
COUNTY OF BREVARD

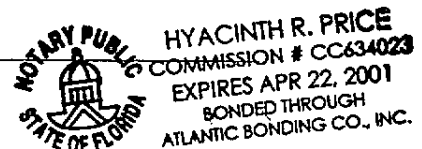
I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, A NOTARY PUBLIC, DULY AUTHORIZED IN THE STATE AND COUNTY ABOVE NAMED, TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED,

TOM VEAL

TO ME KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING ARTICLE OF INCORPORATION AND WHO ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THOSE ARTICLES OF INCORPORATION.

WITNESS MY HAND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE THIS 1 DAY OF JANUARY, 2001.

Hyacinth R Price
NOTARY PUBLIC



MY COMMISSION EXPIRES: 4-22-01

THE UNDERSIGNED HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VI HEREOF, HEREBY ACCEPTS SUCH AGENCY AND AGREES TO COMPLY WITH THE PROVISIONS OF THE FLORIDA STATUTES RELATIVE TO KEEPING OPEN SAID OFFICE.

T. Veal
REGISTERED AGENT