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Tarpon Springs, FL 34689-4359
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Email: bill.vinson@thevinsongroup.com

July 26, 2002

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

Re: Auto Enhancements, Inc.

Dear Sir or Madame:

Articles of Incorporation for the above named proposed Florida corporation are enclosed for filing. I am also enclosing my trust account check in the amount of \$70.00, representing payment of the following:

Filing Fees:	\$35.00
Registered Agent Designation:	<u>35.00</u>
	70.00

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-07/29/02--01050--013
*****70.00 *****70.00

Thank you for your assistance in this matter.

Sincerely,

William L. Vinson

WLV/lmf

enclosure

FILED
02 JUL 29 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mm 7/30

**ARTICLES OF INCORPORATION
OF
AUTO ENHANCEMENTS INC.**

FILED
02 JUL 29 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. CORPORATE NAME

The name of this corporation is: **AUTO ENHANCEMENTS INC.**

II. PRINCIPAL OFFICE OR MAILING ADDRESS

The principal place of business and the mailing address of this corporation are:

173 Lakeshore Drive West
Palm Harbor, FL 34684

III. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

IV. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock.

V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon filing of these articles.

VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The name and address of the initial Registered Agent of this Corporation are:

CHARLES JOHNSON
173 Lakeshore Drive West
Palm Harbor, FL 34684

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

VII. BOARD OF DIRECTORS.

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

VIII. INITIAL DIRECTORS.

The name of the initial director of this Corporation and his street address is:

CHARLES JOHNSON
173 Lakeshore Drive West
Palm Harbor, FL 34684

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

CHARLES JOHNSON
173 Lakeshore Drive West
Palm Harbor, FL 34684

X. AMENDMENT.

These Articles of Incorporation may be amended in the manner 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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written

statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 30 day of June, 2002.


CHARLES JOHNSON, Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30th day of June, is personally known to me or who has produced _____ as identification and who ~~did~~ (did not) take an oath.

NOTARY PUBLIC:

sign: 

print: Geoffrey Flourary

State of Florida at Large (Seal)

My commission expires:



Geoffrey Flourary
MY COMMISSION # DD036094 EXPIRES
June 25, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

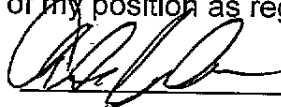
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following
is submitted:

That **AUTO ENHANCEMENTS INC.**, desiring to organize under the laws of the
State of Florida, with its principal office, as indicated in the Articles of Incorporation, at
173 Lakeshore Drive West, Palm Harbor, FL 34684, County of Pinellas, State of
Florida, has named CHARLES JOHNSON, located at 173 Lakeshore Drive West, Palm
Harbor, FL 34684, County of Pinellas, State of Florida, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent and designated to accept service of
process for the above Corporation, 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 relating to the proper and complete performance of my duties, and I am
familiar with and accept the obligations of my position as registered agent.

Date: 6-30-02



Registered Agent

FILED
02 JUL 29 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA