

895000014235

WILSON, HARRELL & SMITH, P.A.

ATTORNEYS AT LAW
307 SOUTH PALAFOX STREET
PENSACOLA, FLORIDA 32501

JAMES M. WILSON
BOARD CERTIFIED CIVIL TRIAL LAWYER
CERTIFIED CIRCUIT COURT MEDIATOR
G. ANNOR HARRELL
BOARD CERTIFIED CIVIL TRIAL LAWYER
MICHAEL D. SMITH
CERTIFIED CIRCUIT COURT MEDIATOR
W. JOEL BOLES
WILLIAM E. FARRINGTON II

POST OFFICE DRAWER 13430
PENSACOLA, FLORIDA 32591-3430
TELEPHONE (904) 438-1111
FAX (904) 432-8800

February 6, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

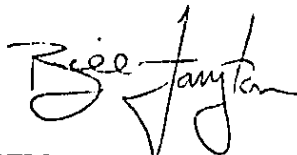
RE: World Auto Exchange Distributors, Inc.

Dear Sir:

Enclosed herewith is the original and one copy of the Articles of Incorporation for the above-referenced corporation to be filed with your office. Also enclosed is a check in the amount of \$122.50, which includes a \$35.00 filing fee, a \$52.50 certification fee to certify the Articles of Incorporation and return to me, and \$35.00 for filing the registered agent form. Please return a duly certified copy back to me at your earliest convenience.

If you have any questions, please feel free to contact me.

Sincerely yours,



WILLIAM E. FARRINGTON, II

WEFII/las
Enclosures

800001400168
-02/08/95--01048--011
***122.50 ***122.50

FEB 9 1995 BSB

FILED
95 FEB -8 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WORLD AUTO EXCHANGE DISTRIBUTORS, INC.**

FILED
95 FEB -8 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, here make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

I. NAME

The name of the Corporation shall be World Auto Exchange Distributors, Inc.

II. PURPOSE

The general purpose for which this corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

III. AUTHORIZED SHARES

The corporation shall be authorized to create and issue 7,500 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, having a value as is determined from time to time by the Board of Directors of the corporation, not less than the par value of the stock so to be issued.

IV. TERMS OF EXISTENCE

The corporation shall exist perpetually unless dissolved according to law.

V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida shall be:

6320 Pensacola Boulevard
Pensacola, Florida 32505

The principal office of this corporation shall be:

6320 Pensacola Boulevard
Pensacola, Florida 32505

The name and initial Registered Agent of this corporation and his address shall be:

Thomas D. King
6320 Pensacola Boulevard
Pensacola, Florida 32505

VI. BOARD OF DIRECTORS

The powers of the corporation shall be exercised by or under the authority of and the business and affairs of the corporation shall be managed under the direction of a Board of Directors, which shall have three (3) directors initially. The number of directors may be increased or decreased by the shareholder from time to time as provided in the By-Laws of the corporation.

VII. DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

THOMAS D. KING
1040 Aquamarine Drive
Gulf Breeze, Florida 32561

DONALD LEE TAYLOR
18 Via DeLuna Drive, #102-B
Pensacola Beach, Florida 32561

JAMES A. SMITH
3808 Tiger Point Boulevard
Gulf Breeze, Florida 32561

VIII. INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is as follows:

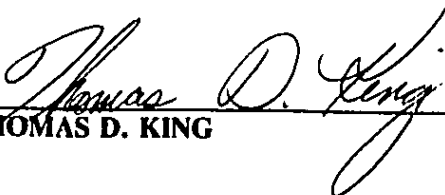
THOMAS D. KING
1040 Aquamarine Drive
Gulf Breeze, Florida 32561

1. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation as directors, officers or otherwise.

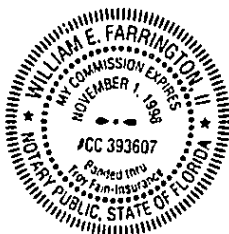
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Pensacola, Florida, for the uses and purposes aforesaid, this 6th day of February, 1995.


THOMAS D. KING

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME personally appeared THOMAS D. KING, to me well known to be (or who has produced FLORIDA DIRECTOR'S LICENSE as identification) the person described in and who executed the foregoing Articles of Incorporation and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Pensacola, Florida, this 6th day of February, 1995.



Sign: William E. Farrington II
Print: William E. Farrington II
NOTARY PUBLIC - State of Florida
My Commission Expires: 11-1-96
My Commission Number: CC393607

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

OF

WORLD AUTO EXCHANGE DISTRIBUTORS, INC.

FILED

95 FEB -8 PM 2: 58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, World Auto Exchange Distributors, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 6320 Pensacola Boulevard, Pensacola, Florida 32505, has named THOMAS D. KING located at 6320 Pensacola Boulevard, Pensacola, Florida 32505, as its Registered Agent to accept service of process within this State.

By: _____

Thomas D. King
THOMAS D. KING - Incorporator

Having been named as Registered Agent to accept service of process for the above-stated corporation, at the location designated herein, I accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: _____

Thomas D. King
THOMAS D. KING - Registered Agent

P95000011235

WILSON, HARRELL & SMITH, P.A.

ATTORNEYS AT LAW
307 SOUTH PALATKA STREET
PENSACOLA, FLORIDA 32501

JAMES M. WILSON
BOARD CERTIFIED CIVIL TRIAL LAWYER
CERTIFIED CIRCUIT COURT MEDIATOR
C. HARVEY HARRELL
BOARD CERTIFIED CIVIL TRIAL LAWYER
MICHAEL D. SMITH
CERTIFIED CIRCUIT COURT MEDIATOR
W. JOEL BOLES
WILLIAM E. FARRINGTON II

POST OFFICE BOX 1368
PENSACOLA, FLORIDA 32501
TELEPHONE (904) 433-1111
FAX (904) 433-2600

FILED
FEB 24 PM 1:09
CLERK OF STATE
TALLAHASSEE, FLORIDA

February 22, 1995

Secretary of State
Division of Corporations
ATTENTION: AMENDMENTS
409 East Gaines Street
Tallahassee, Florida 32399

200001415552
-02/27/95--01010--001
*****35.00 *****35.00

RE: World Auto Exchange Distributors, Inc.

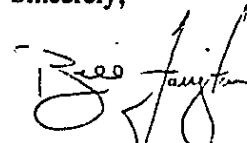
Dear Sir:

Enclosed herewith is the original and one copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation. Please file this Amendment and return a copy to me, indicating that this document has been filed. Enclosed is a self addressed, stamped envelope for your convenience in returning the copy to me.

Also enclosed is a check in the amount of \$35.00 to cover the cost of filing this Amendment.

If you have any questions, please feel free to contact me.

Sincerely,



WILLIAM E. FARRINGTON, II

WEFII/las
Enclosures

Bill Farrington II GAVE

AUTHORIZATION BY PHONE TO
Delete "First" cert Vll
CORRECT

DATE 3-1

DOC. EXAM 7B

Amend

3/1

7B

ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Incorporation of WORLD AUTO EXCHANGE DISTRIBUTORS, INC., a Florida corporation filed in Tallahassee, Florida, on February 8, 1995, be and they hereby are amended in the following particulars: Article VI be and is hereby amended to read as follows:

ARTICLE VI. BOARD OF DIRECTORS

The powers of the corporation shall be exercised by or under the authority of the business and affairs of the corporation shall be managed under the direction of a Board of Directors which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the corporation.

Article VII be and is hereby amended to read as follows:

ARTICLE VII. DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed have qualified are as follows:

Thomas D. King
1040 Aquamarine Drive
Gulf Breeze, Florida 32561

James A. Smith
3808 Tiger Point Boulevard
Gulf Breeze, Florida 32561

2. The foregoing amendments were adopted by the incorporator, Thomas D. King, on the 22nd day of February, 1995, prior to the issuance of corporate shares.

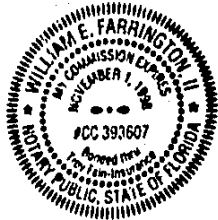
IN WITNESS WHEREOF, the undersigned incorporator of this corporation has executed these Articles of Amendment this 22nd day of February, 1995.


THOMAS D. KING, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before me, the undersigned authority, personally appeared THOMAS D. KING, known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed those Articles of Amendment for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day
of February, 1995.



Sign: William E. Farrington, II
Print: WILLIAM E. FARRINGTON, II
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires: 11-1-98
My Commission Number: CC 393607