

P95000026177

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOIL FREE No. 1 800-342-8062

FAX (904) 222-1222

RE: Auto Outfitters, Inc.

95

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mallor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
95 APR -3 PM 1:19
TALLAHASSEE, FL 32301

Brady.

AB 4/3/55

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS _____		

501001446025
-04/03/95-01053-004
***122.50 ***122.50

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____			
TIME _____			CK No. _____
BY <u>AAK</u>			

WALK-IN Will Pick Up 4-3 1200

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
AUTO OUTFITTERS, INC.**

FILED
95 APR -3 PM 1:18
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Chapter 607 Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME. The name of the Corporation is: Auto Outfitters, Inc.

ARTICLE 2. DURATION. The duration of the Corporation is perpetual.

ARTICLE 3. PURPOSE. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK. The aggregate number of shares which the Corporation is authorized to issue is Seven thousand five hundred (7,500) shares of common stock. Such shares shall be of a single class and shall have a par value of \$ 1.00 per share.

ARTICLE 5. PRINCIPAL OFFICE. The principal office of the Corporation is: 1875 U.S. Highway 27 North, Lake Wales, Florida 33853.

ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial Registered Office of the Corporation is: 1875 U.S. Highway 27 North, Lake Wales, Florida 33853 and the name of its initial Registered Agent at that address is Kathy S. Basso.

ARTICLE 7. INITIAL BOARD OF DIRECTORS. The number of Directors constituting

the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Stephen D. Sorensen
P.O. Box 4110
Lake Wales, FL 33853

ARTICLE 8. INCORPORATOR. The name and address of each Incorporator is as follows:

Stephen D. Sorensen
P.O. Box 4110
Lake Wales, FL 33853

ARTICLE 9. AMENDMENT. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 10. BYLAWS. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE 11. PREEMPTIVE RIGHTS. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of

shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 29th day of March, 1995.


STEPHEN D. SORENSEN

STATE OF FLORIDA
COUNTY OF POLK

Before me personally appeared STEPHEN D. SORENSEN, [x] who is personally known to me or [] who has produced _____ as identification and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged

to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 29th day of March, 1995.

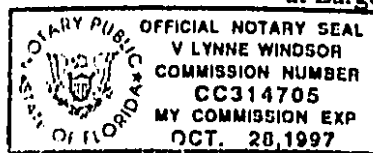
V. Lynne Windsor

V. Lynne Windsor (print or type name)

Notary Public/State of Florida

at Large

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of AUTO OUTFITTERS, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 31st day of March, 1995.

Kathy S. Basso

Kathy S. Basso, Registered Agent