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FILED
SECRETARY OF STATE
TOLSON



Innovative Software
DESIGNERS

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APR 6 1995
SECRETARY OF STATE

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation of Just German Automotive Inc..

Also find enclosed a check made payable to the Secretary of State in the amount of \$75.00 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as Just German Automotive Inc. is appreciated.

Respectfully,

Mark Aracich

APR 6 1995 BSE

enc.

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ARTICLES OF INCORPORATION

FILED

COMMERCIAL

JUST GERMAN AUTOMOTIVE INC.

The undersigned incorporator makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation, for the purpose of forming a corporation for profit, under the laws of the State of Florida.

ARTICLE ONE

The name of the corporation is Just German Automotive Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized are as follows: To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares of stock that this corporation is authorized to issue is 7,500 shares, all of which shall be common shares with a par value of \$1.00.

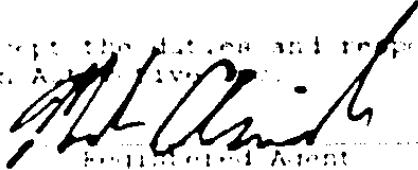
ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$100.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial principal office and mailing address is 2001 Pan Am Circle Suite 105, Tampa, Florida 33607. The street address of its initial registered office is also 2001 Pan Am Circle Suite 105, Tampa, Florida 33607, and the name of its initial registered agent at such address is Mark Aracich. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may from time to time, change the registered agent of the corporation.

I hereby certify that I have read and accept the duties and responsibilities as
notary public for the State of Florida.


Incorporator

ARTICLE SEVEN

The number of directors constituting the initial board of directors is two (2) and the name and address of the persons whom are to serve as directors until the first annual meeting of the shareholders or until his successor or successors may be selected is:

NAME	ADDRESS
Mark Aracich	4805 Willow Run Pl Tampa, Florida 33624
Scott Peerce Vanover	2001 Pan Am Circle, Suite 105 Tampa, Florida 33607

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Mark Aracich
4805 Willow Run Pl
Tampa, 33624

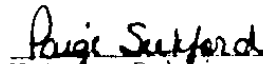

Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.

State of Florida
County of Hillsborough

Before me appeared Mark Aracich, Incorporator, this 29th day of March, 1995.


Notary Public
Personally Known

PAIGE SEEKFORD
Notary Public, State of Florida
My Comm. Expires Mar 24, 1998
No. CC 359887
Bonded thru Official Notary Service