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WATSON, FOLDS, STEADHAM, CHRISTMANN, BRASHEAR, TOVKACH & WALKER

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

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POST OFFICE BOX 1070

GAINESVILLE, FLORIDA 32602

May 5, 1995

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*ALSO ADMITTED IN
OHIO & NORTH CAROLINA

WILLIAM B. WATSON, III
JOHN M. STEADHAM
ALLISON F. FOLDS
THOMAS O. CHRISTMANN
BRUCE BRASHEAR
WALTER M. TOVKACH*
S. SCOTT WALKER
W. WESLEY MARSTON

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: TWO MASTERS AUTO SERVICES, INC.

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced along with our check in the amount of \$122.50 to cover the cost of filing same. Please return the certified copy to this office.

Filing fee	\$35.00
Certificate Designating Resident Agent.	\$35.00
Certified Copy of Articles of Incorporation	\$52.50

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****122.50 ****122.50

After the original Articles of Incorporation have been filed, please certify the enclosed copy and return it to me.

Very truly yours ,

WATSON, FOLDS, STEADHAM, CHRISTMANN,
BRASHEAR, TOVKACH & WALKER

Walter M. Tovkach
Walter M. Tovkach

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**ARTICLES OF INCORPORATION
OF
TWO MASTERS AUTO SERVICES, INC.**

Article I

Name. The name of this Corporation is TWO MASTERS AUTO SERVICES, INC.

Article II

Principal Office: The principal place of business and mailing address of this corporation shall be: 1228 South Main Street, Suite A, Gainesville, Florida, 32601.

Article III

Duration. The period of duration of this Corporation shall be perpetual.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock. All shareholders shall have preemptive rights in future stock sales by the corporation.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 1228 South Main Street, Suite A, Gainesville, Florida, 32601, and the name of the initial registered agent of this Corporation is KATHY V. McEWING.

Article VIII

Initial Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is KATHY V. MCEWING, 1228 South Main Street, Suite A, Gainesville, Florida, 32601.

Article IX

Incorporator. The name and address of the person signing these Articles is KATHY V. McEWING, 1288 South Main Street, Suite A, Gainesville, Florida, 32601.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of May, 1995.


KATHY V. MCEWING
Incorporator

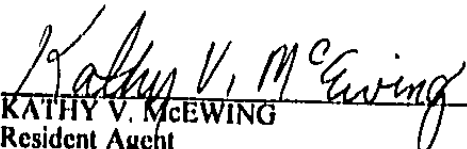
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That TWO MASTERS AUTO SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Gainesville, County of Alachua, State of Florida, has named KATHY V. McEING, 1228 South Main Street, Suite A, Gainesville, County of Alachua, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


KATHY V. McEWING
Resident Agent

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