

P95 0000 47939

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224 8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

95 JUN 20 PM 12:23

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY AAK

WALK-IN
 Will Pick Up 6:20 12:00

RE: Pace Auto Works

TX 95 JUN 20 PM 9:38

DIVISION OF CORPORATIONS

C.C. FEE.

DISBURSED

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

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-06/20/95--01016--014

*****70.00 *****70.00

SUBTOTALS

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

6/20/95

ARTICLES OF INCORPORATION
OF
PACE AUTO WORKS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 20 PM 12:23

ARTICLE I

Name

1.1. The name of the corporation is PACE AUTO WORKS, INC.

ARTICLE II

Duration

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

3.1 This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue 1000 shares of stock of \$1.00 par value common stock.

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Principal Place of Business

6.1 The principal place of business and initial office of the Corporation shall be as follows

5021 N. Lois Avenue
Tampa, FL 33614

located in Hillsborough County, Florida, but the Corporation shall have the power to establish branch offices and other places of businesses at such other place or places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII

Initial Registered Agent

7.1 The street address of the initial registered agent office of this corporation is 5999 Central Avenue, Suite 202, St. Petersburg, FL 33710, and the name of the initial registered agent of this corporation is D & B CORPORATE SERVICES, INC.

ARTICLE VIII

Initial Board of Directors

8.1 This corporation shall have 2 directors initially.

8.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

8.3 The names and addresses of the initial directors of this corporation:

Scot Michael Pace
5021 N. Lois Avenue
Tampa, FL 33614

Mary Caroline Ziehm
5021 N. Lois Avenue
Tampa, FL 33614

ARTICLE IX

Officers of Corporation

9.1 The names and addresses of the Officers who shall hold office for the first year of the Corporation's existence or until an election is held by the Board of Directors for the election of officers and their successors have been duly elected and qualified are, to-wit:

President: Scot Michael Pace
 5021 N. Lois Avenue
 Tampa, FL 33614

Secretary: Mary Caroline Ziehm
 5021 N. Lois Avenue
 Tampa, FL 33614

ARTICLE X

Incorporator

10.1 The name and address of the person signing these Articles is:

Mary Caroline Ziehm
5021 N. Lois Avenue
Tampa, FL 33614

ARTICLE XI

Indemnification

11.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XII

Amendment

12.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of June, 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 20 PM 12:23

Mary Caroline Ziehm
MARY CAROLINE ZIEHM

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared MARY CAROLINE ZIEHM, well known to me to be the person described above, and she acknowledged to me that she executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 19 day of June, 1995.



Lisa Schofield
NOTARY PUBLIC
My Commission Expires:

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for PACE AUTO WORKS, INC., at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

D & B CORPORATE SERVICES, INC.

By: Brian P. Deeb
BRIAN P. DEEB, President

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared BRIAN P. DEEB, President of D & B CORPORATE SERVICES, INC., and he acknowledged that he executed the foregoing Consent of Registered Agent for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 19 day of June, 1995.



Lisa Schofield
NOTARY PUBLIC
My Commission Expires: