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FLORIDA DIVISION OF CORPORATIONS

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TELEPHONE ACCESS SYSTEM

TELEPHONE NUMBER: 813 894 1023

THE DIVISION OF CORPORATIONS

FROM: DECOMPT & STEPHENSON, P.A.

DEPARTMENT OF STATE

PO BOX 1300

STATE OF FLORIDA

409 EAST GAINES STREET

ST. PETERSBURG FL 33731-0000

TALLAHASSEE, FL 32399

CONTACT: EDITH L MCKENZIE

FAX: (904) 922-4000

PHONE: (813) 823-5000

FAX: (813) 894-1023

((H95000010712))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CHECK IT OUT INSPECTIONS, INC.

FAX AUDIT NUMBER: H95000010712

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/25/1995

TIME REQUESTED: 14:41:31

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SEP 26 AM 10:48
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9/26

SEP 26 AM 10:12
TALLAHASSEE, FLORIDA

H95000010712

FILED
95 SEP 26 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CHECK IT OUT INSPECTIONS, INC.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I
NAME

The name of the Corporation shall be **CHECK IT OUT INSPECTIONS, INC.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The initial principal office and mailing address of the Corporation shall be 100 Second Avenue South, Suite 1201, St. Petersburg, Florida 33701.

ARTICLE III
REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 100 Second Avenue South, Suite 1201, St. Petersburg, Florida 33701.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be **MORRIS A. LeCOMPTE.**

ARTICLE IV
CAPITAL STOCK

The authorized capital stock of the Corporation shall be **TEN THOUSAND (10,000)** shares of common stock having a par value of \$0.01 per share.

This instrument prepared by:
Morris A. LeCompte, FLA BAR No. 0286761
LeCompte & Stephenson, P.A.
100 Second Avenue South, St. Petersburg, FL 33701
(813) 823-5000

H95000010712

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**ARTICLE V
INCORPORATOR**

The name and address of the incorporator is:

Name

MORRIS A. LeCOMPTE

AddressLeCompte & Stephenson, P.A.
100 Second Avenue South
Suite 1201
St. Petersburg, FL 33701

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 25th day of September, 1995.


MORRIS A. LeCOMPTE, Incorporator

This instrument prepared by:
Morris A. LeCompte, FLA BAR No. 0286761
LeCompte & Stephenson, P.A.
100 Second Avenue South, St. Petersburg, FL 33701
(813) 823-5000

H95000010712

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: **CHECK IT OUT INSPECTIONS, INC.**
2. The name and address of the registered agent and office is:
MORRIS A. LeCOMPTE
LeCompte & Stephenson, P.A.
100 Second Avenue North
Suite 1201
St. Petersburg, FL 33701

Morris A. LeCompte
MORRIS A. LeCOMPTE
Incorporator

Dated this 25th day of September, 1995.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Morris A. LeCompte
MORRIS A. LeCOMPTE

Dated this 25th day of September, 1995.

This instrument prepared by:
Morris A. LeCompte, FLA BAR No. 0286761
LeCompte & Stephenson, P.A.
100 Second Avenue South, St. Petersburg, FL 33701
(813) 823-5000

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12/27/95

12/08/95

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P95000074126

12/08/95

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TO: DIVISION OF CORPORATIONS

FROM: LECOMPTE & STEPHENSON, P.A.

DEPARTMENT OF STATE

PO BOX 1300

STATE OF FLORIDA

409 EAST GAINES STREET

ST. PETERSBURG FL 33731-0000

TALLAHASSEE, FL 32399

CONTACT: EDITH L MCKENZIE

FAX: (904) 922-4000

PHONE: (813) 823-5000

FAX: (813) 894-1023

((H95000013816)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: CHECK IT OUT INSPECTIONS, INC.

FAX AUDIT NUMBER: H95000013816

CURRENT STATUS: REQUESTED

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FLORIDA

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DIVISION OF CORPORATIONS

12/08/95 17:08 Fl. Dept. of State p1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1995

CHECK IT OUT INSPECTIONS, INC.
100 SECOND AVENUE SOUTH
SUITE 1201
ST. PETERSBURG, FL 33701

SUBJECT: CHECK IT OUT INSPECTIONS, INC.
REF: P95000074126

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H95000013816
Letter Number: 395A00053448

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

December 20, 1995

CHECK IT OUT INSPECTIONS, INC.
100 SECOND AVENUE SOUTH
SUITE 1201
ST. PETERSBURG, FL 33701

SUBJECT: CHECK IT OUT INSPECTIONS, INC.
REF: P95000074126

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The FAX audit number must be on the top and bottom of each page of the document.

Please accept our apology for failing to mention this in our previous letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson FAX Aud. #: H95000013816
Corporate Specialist Supervisor Letter Number: 195A00054796

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7. LIST
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FLORIDA USED CAR INSPECTION SERVICE, INC.
12157 71st Way North
Largo, FL 34643

December 13, 1995

Department of State
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Check It Out

Dear Sirs:


On or about May 31, 1995, Florida Used Car Inspection Service, Inc. registered the mark "Check It Out and Design of Check Mark with a Square" with the State of Florida under class 0042 (mark number T95000000687). The undersigned individual, being the president and sole shareholder of Florida Used Car Inspection Service, Inc. is executing this letter to document Florida Used Car Inspection Service, Inc.'s consent and authorization for that certain corporation known as Check It Out Inspections, Inc. to change its corporate name to Check It Out, Inc. Check It Out Inspections, Inc. is affiliated with Florida Used Car Inspection Service, Inc., in that it is contemplated that the undersigned individual shall own at least a majority of the shares and be the president of such corporation.

I trust that this letter will enable the Department of State to process the Articles of Amendment to the Articles of Incorporation of Check It Out Inspections, Inc., by which the name of such corporation will be changed to Check It Out, Inc. However, should you have any continuing or further questions, please give me a call.

Very truly yours,

FLORIDA USED CAR INSPECTION, INC.

By:


Patrick M. Murphy, President

H95000013816

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CHECK IT OUT INSPECTIONS, INC.

1. Pursuant to Section 607.1006 of the Florida Statutes, Article I of the Articles of Incorporation of CHECK IT OUT INSPECTIONS, INC. (the "Corporation") is hereby amended to read in its entirety as follows:

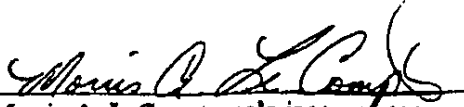
"ARTICLE I - NAME

The name of the Corporation shall be CHECK IT OUT, INC."

2. As hereby amended, the Articles of Incorporation of the Corporation are hereby ratified and affirmed.

3. The foregoing Articles of Amendment (the "Amendment") was adopted by the sole incorporator of the Corporation without shareholder action in accordance with Section 607.1005 of the Florida Statutes as no shares of stock in the Corporation had yet been issued and shareholder action was not required, on the 8TH day of December, 1995.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Amendment this 8TH day of December, 1995.


Morris A. LeCompte, sole incorporator

This instrument prepared by:
Morris A. LeCompte, FLA BAR No. 0286761
LeCompte & Stephenson, P.A.
Post Office Box 1300
St. Petersburg, FL 33731

FILED
55 DEC 27 PM 4:40
TALLAHASSEE, FLORIDA

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