

P96000016553

DONALD L. BASS
7166 S.E. OSPREY STREET
HOBE SOUND, FLORIDA 33455
(407) 546-6620 or 744-0581

January 3, 1996

JAN 03 1996
-02/20/96--01079--020
****122.50 ****122.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: Will Press Complete Automotive, Inc.

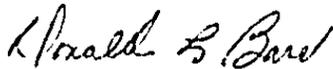
Dear Sir

Enclosed are the Articles of Incorporation for the above named corporation.

Also enclosed is a check payable to the "Secretary of State" in the amount of \$ 122.50 to cover the cost of incorporation.

If any further information is needed, please contact me directly.

Very truly yours



Donald L. Bass
Registered Agent

FILED
96 FEB 20 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials and date:
SAS
9/22/96

ARTICLES OF INCORPORATION

FILED

OF

96 FEB 20 PM 2:02

WILL PRESS COMPLETE AUTOMOTIVE, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY ESTABLISHES THE FOLLOWING FOR THE PURPOSES OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE

WILL PRESS COMPLETE AUTOMOTIVE, INC.

THE PRINCIPAL OFFICE AND MAILING ADDRESS IS: 501 AVENUE C S.W., WINTER HAVEN, FL 33880.

ARTICLE II

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES:

(A) TO CARRY ON THE BUSINESS OF AUTOMOTIVE REPAIR AND SERVICE FOR THE GENERAL PUBLIC.

(B) FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS; EXCEPT THAT IT IS NOT TO CONDUCT A BANKING, SAFE DEPOSIT, TRUST, INSURANCE, SURETY, EXPRESS, RAILROAD, CANAL, TELEPHONE, TELEGRAPH OR CEMETERY COMPANY, A SAVINGS AND LOAN ASSOCIATION, FRATERNAL BENEFIT SOCIETY OR STATE FAIR EXPOSITION.

(C) TO DO ANY AND EVERYTHING PERTINENT TO THE ABOVE.

ARTICLE III

THIS CORPORATION IS AUTHORIZED TO ISSUE 10 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE STOCK.

ARTICLE IV

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V

CORPORATE DURATION

THIS CORPORATION SHALL HAVE PERPETUAL DURATION UNLESS SOONER DISSOLVED BY LAW.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 7166 S.E. OSPREY STREET, HOBE SOUND, FL 33455 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS DONALD L. BASS.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION IS:

WILLIAM A. MEYERS
501 AVENUE C S.W.
WINTER HAVEN, FL 33880

ARTICLE VIII

BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE IX

INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE X

SUBSCRIBER

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

WILLIAM A. MEYERS
501 AVENUE C S.W.
WINTER HAVEN, FL 33880

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 15 DAY OF February, 1996.

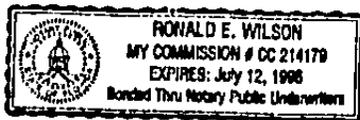
PERSONALLY KNOWN

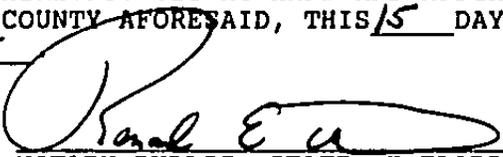

WILLIAM A. MEYERS
SUBSCRIBER

STATE OF FLORIDA)
) SS.
COUNTY OF POLK)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED WILLIAM A. MEYERS KNOWN TO ME AND KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THOSE ARTICLES OF INCORPORATION. DRIVERS LICENSE WITH PHOTO I.D. USED AS CONFIRMATION OF IDENTITY.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL, IN THE STATE AND COUNTY AFORESAID, THIS 15 DAY OF FEB, 1996



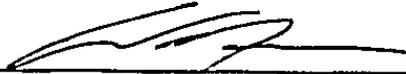


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE
MY COMMISSION EXPIRES: 7-12-96

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

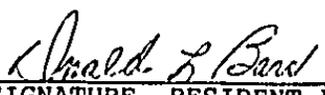
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST: THAT WILL PRESS COMPLETE AUTOMOTIVE, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 501 AVENUE C S.W., WINTER HAVEN, STATE OF FLORIDA, HAS NAMED DONALD L. BASS LOCATED AT 7166 S.E. OSPREY STREET, HOBE SOUND, FLORIDA 33455 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


WILLIAM A. MEYERS
PRESIDENT

2/12/96
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.


(SIGNATURE, RESIDENT AGENT)
DONALD L. BASS

2-10-96
DATE

96 FEB 20 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED