

PT00000454/4

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 0327
Tallahassee, FL 32314

200001822752
-05/15/96--01076--015
*****78.75 *****78.75

SUBJECT: BY-PASS AUTO CARE, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$78.75 for the Filing Fee and Certificate.

Please return the photocopy to me with the filing date stamped on it.

FROM: Timothy L. Nesbitt
689 Rotonda Circle
Rotonda West, FL 33947
(941) 698-6060 (daytime phone)
(941) 698-0718 (fax)

5/1/96

FILED
96 MAY 14 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

FILED
MAY 14 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

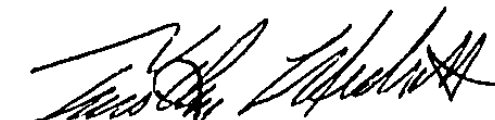
1. The name of the corporation shall be:
BY-PASS AUTO CARE, INC
2. The Principal place of business and mailing address of the corporation is:
1281 U.S. 41 BY-PASS SOUTH, VENICE, FL 34292-3542
3. The corporation shall have the authority to issue 1000 shares of stock.
4. The registered agent of the corporation is TIMOTHY L. NESBITT and the registered street address is 689 Rotonda Circle, Rotonda, West, Florida 33947
5. The initial Board of Directors shall have 3 members whose names and addresses are as follows:
ANTHONY M. MAGGIO, SR., 1953 Neptune Drive, Englewood, FL 34223
JAMES E. WARREN, 1175 Greaza St., Englewood, FL 34223
TIMOTHY L. NESBITT, 689 Rotonda Circle, Rotonda West, FL. 33947
The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.
6. The incorporator of this corporation is TIMOTHY L. NESBITT whose street address is 689 Rotonda Circle, Rotonda West, FL. 33947

Dated: May 9, 1996


Incorporator

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 am familiar with and accept the obligations of my position as registered agent.

Dated: May 9, 1996


Registered Agent