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Law Offices
ROWE and ROWE, P.A.
9471 Baymontown Road, Suite 203
Jacksonville, Florida 32256

Robert L. Rowe, Jr.
R. Lee Rowe, III

Telephone (904) 730-2070
Facsimile (904) 730-2618

May 20, 1996

Division of Corporations
Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

RE: Autocrafters International, Inc. - II
Our File No. 3834

300001837833
-05/24/96--01019--001
****122.50 ****122.50

Gentlemen:

Please file original and copy of the Articles of Incorporation of Autocrafters International, Inc. - II a proposed Florida corporation. Please certify and return the enclosed copy to us. Our check for \$122.50 is also enclosed to cover the \$35.00 filing fee, \$52.50 fee for certified copy of the Articles of Incorporation and \$35.00 fee for registered agent.

Please note: Corporate existence is to commence on May 20, 1996.

Also enclosed is a statement signed by the owners of Autocrafters International, Inc., who are also the owners of Autocrafters International, Inc. - II. Since these are the same parties, please file this corporation even though the name is similar to the name of a corporation which they also own. Thank you for your assistance.

Please call us collect if there are any problems at (904) 730-2070.

Very truly yours,


R. Lee Rowe, III

LR:rgs
Enclosures

FILED
MAY 23 AM 11:53
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

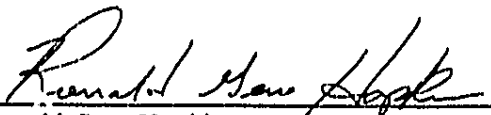
EFFECTIVE DATE
5-20-96

STATE OF FLORIDA
COUNTY OF DUVAL

AFFIDAVIT

We, the undersigned, Ronald Gene Hopkins and Timothy N. Ellis, are all of the owners of Autocrafters International, Inc., a Florida corporation. We are forming a new corporation under the name of Autocrafters International, Inc.-II, and we hereby consent to and request the State of Florida to allow us to form a new corporation with a name similar to our existing corporation.

Dated May 21, 1996.

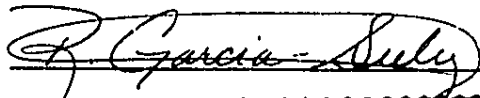


Ronald Gene Hopkins



Timothy N. Ellis

On May 21, 1996, Before me, the undersigned authority, personally appeared Ronald Gene Hopkins and Timothy N. Ellis, who being first duly sworn affirmed that the facts contained in this instrument are true and correct and that they executed the foregoing instrument for the purposes stated therein.





**ARTICLES OF INCORPORATION
OF
AUTOCRAFTERS INTERNATIONAL, INC. - II**

FILED
96 MAY 23 AM 11:54
SSG
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, hereby execute these Articles of Incorporation to form a corporation under the laws of the State of Florida.

I. NAME AND MAILING ADDRESS

EFFECTIVE DATE
5-20-96

The name of this corporation is AUTOCRAFTERS INTERNATIONAL, INC. - II and the business and mailing address is 629 Park Avenue, Orange Park, Florida, 32073.

II. TERM OF EXISTENCE

This corporation is to exist perpetually. Corporate existence shall commence on May 20, 1996.

III. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes.

IV. CAPITAL STOCK

The maximum or aggregate number of shares this corporation is authorized to issue is 10,000 shares of common voting stock with a par value of \$1.00 per share.

V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9471 Baymeadows Road, Suite 203, Jacksonville, Florida 32256, and the name of the initial registered agent of this corporation at that address is Rowe and Rowe, P.A.

VI. DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

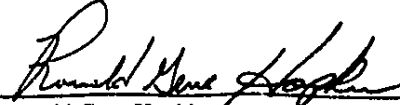
NAME	ADDRESS
Ronald Gene Hopkins	2144 Matefield Road Jacksonville, FL 32225
Timothy N. Ellis	1446 Blair Road Jacksonville, FL 32221

VII. INCORPORATORS

The names and addresses of the persons signing these Articles are:

NAME	ADDRESS
Ronald Gene Hopkins	2144 Matefield Road Jacksonville, FL 32225
Timothy N. Ellis	1446 Blair Road Jacksonville, FL 32221

IN WITNESS WHEREOF, We, the undersigned subscribing incorporators, have hereunto set our hands and seals on May 21, 1996.



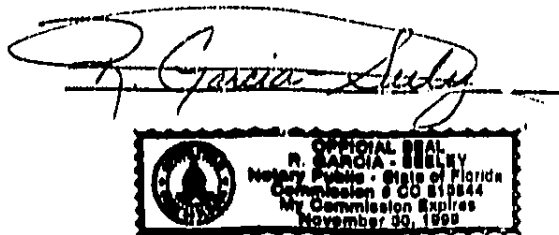
Ronald Gene Hopkins



Timothy N. Ellis

STATE OF FLORIDA
COUNTY OF DUVAL

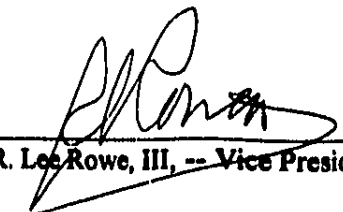
The foregoing instrument was acknowledged before me on May 21, 1996, by Ronald Gene Hopkins and Timothy N. Ellis, have produced their Florida Driver's Licenses as identification and who did not take an oath.



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Rowe and Rowe, P.A., hereby accepts the designation of Registered Agent for AUTOCRAFTERS INTERNATIONAL, INC. - II a proposed Florida Corporation.

DATED on May 21, 1996.


R. Lee Rowe, III, -- Vice President

FILED
96 MAY 23 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA