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John P. Tynan
Attorney at Law
212 South Old Dixie Highway
Jupiter, Florida 33458

Area Code 407
Telephone 746-8777

July 16, 1996

VIA UPS

Department of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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+++122.50 +++122.50

Re: VAL'S PRO AUTO BODY, INC.

Gentlemen:

I enclose herewith the proposed Articles of Incorporation in duplicate for the proposed corporation above named.

Also enclosed is my check in the sum of \$122.50 sent in payment of the appropriate filing fees and minimum corporation tax and registered agent fee.

When the articles are accepted for filing, please return to me the enclosed copy thereof together with the certificate of incorporation and your receipt for same.

Thank you for your courtesy and cooperation.

Very truly yours,

John P. Tynan
JOHN P. TYNAN

JPT:er
Encs.

FILED
96 JUL 17 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7.19.96
KR

ARTICLES OF INCORPORATION
OF
VAL'S PRO AUTO BODY, INC.

FILED
JUL 17 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

Article I. Name. The name of this corporation shall be VAL'S PRO AUTO BODY, INC. The principal place of business of this corporation shall be 250 Toney Penna Drive, Jupiter, Florida 33458.

Article II. Nature of Business. This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United states, the State of Florida or any other state, country, territory or nation.

Article III. Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,000 shares of common stock having a par value of \$1.00 per share.

Article IV. Address. The street address of the initial registered office of the corporation shall be 250 Toney Penna Drive, Jupiter, Florida 33458, and the name of the initial registered agent of the corporation at that address is VAL BOITSCHENKO.

Article V. Term of Existence. This corporation shall exist in perpetuity.

Article VI. Directors. This corporation shall have no Directors, initially. The affairs of the corporation will be managed by the shareholders until such time Directors are designated as provided by the By-Laws.

Article VII. Subscriber. The name and street address of the subscriber to these Articles of Incorporation is:

VAL BOITSCHENKO

250 Toney Ponna Drive
Jupiter, Florida 33450

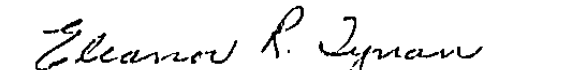
Article VIII. Registered Agent Acceptance. I heroby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

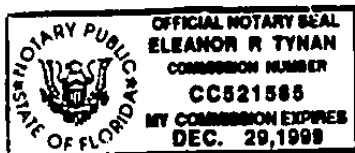
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 16th of July, 1996.


VAL BOITSCHENKO

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 17th day of July, 1996 by VAL BOITSCHENKO, who is personally known to me or who has produced _____ as identification and who did take an oath.


Notary Public, State of Florida at Large
My commission expires:
(Seal)



FILED
96 JUL 17 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA