

Certified Mail # 2178303166

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Orange Park, FL 32073-5547

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Post Office Box 1421
Orange Park, FL 32067-9939

P96000082352
September 26, 1996

State of Florida
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 323114

100001962731
-10/02/96--01037--008
*****78.75 *****78.75

RE:

Automotive,
Hill Enterprises, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles
Of Incorporation for Hill Enterprises, Inc. and our check no. 759
in the amount of \$78.75 to cover a filing fee and a certificate.

Thank you.

Eugene J. Alphonse GAVE

Best wishes,

Eugene J. Alphonse, C.P.A., P.A.

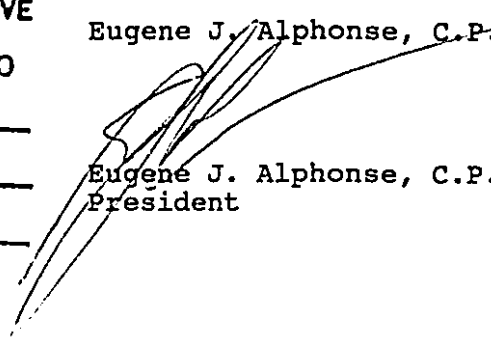
AUTHOR: PHONE TO

CORRECT: Name

DATE: 10/4/96

DOC. EXAM.: BB

EJA:sta


Eugene J. Alphonse, C.P.A.
President

FILED
96 OCT -1 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
Hill Automotive, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, natural persons of legal age, acting as incorporators of a corporation under the laws of the State of Florida, adopt the following articles of Incorporation for such corporation:

- (01) The name of the corporation is: Hill Automotive, Inc.**
- (02) The period of its duration is: Perpetual.**
- (03) The purpose(s) for which the corporation is organized are: To operate an auto repair business and any other lawful business activity for which corporations may be incorporated under Chapter 607 of the Florida Statutes.**
- (04) The aggregate number of shares which the corporation shall have authority to issue is: One thousand (1,000) shares of common stock each having a one (\$1.00) par value..**
- (05) The corporation will not commence business until at least Two (\$200.00) Hundred Dollars have been received by it as consideration for the issuance of shares.**
- (06) Cumulative voting of shares of stock is not authorized.**
- (07) Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: None.**
- (08) Provisions for the regulation of the internal affairs of the corporation are: Shall be governed by the bylaws which shall be adopted by majority of directors..**
- (09) The name of the initial registered agent of the corporation is: James A. Hill, Sr., and the address of the initial registered agent is: 234 Industrial Loop, South. Orange Park, FL 32073.**
- (10) Address of the principal place of business is: 234 Industrial Loop, South. Orange Park, FL 32073.**

Articles of Incorporation
of

Hill Automotive, Inc.
Page Two of Two

- (11) The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

James A. Hill, Jr.
127 Jupiter Lane
Orange Park, FL

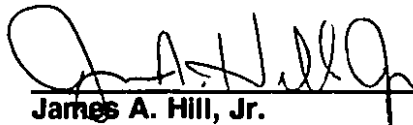
Jefferson S. Hill
127 Jupiter Lane
Orange Park, FL

The name and address of each incorporator is:

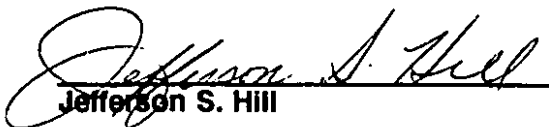
James A. Hill, Jr.
127 Jupiter Lane
Orange Park, FL

Jefferson S. Hill
127 Jupiter Lane
Orange Park, FL

IN WITNESS WHEREOF, the incorporator(s) have hereunto set their hands this
_____ day of _____.


James A. Hill, Jr.

9-26-96
Date


Jefferson S. Hill

9/26/96
Date

Signatures of All Incorporators


ROSALYN F. WALKER
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Dec. 8, 1997
Commission No. CC 335133

(2)

Hill Automotive, Inc.
234 Industrial Loop, South
Orange Park, FL 32073

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURPOSE OF CORPORATION

To operate an auto repair business and any other lawful business activity for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

SIGNATURE: _____

[Handwritten Signature]

TITLE: _____

PRESIDENT

DATE: _____

9/26/96

(4)

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- (A) The name of the corporation is: Hill Automotive, Inc.
- (B) The address of the corporation is: 234 Industrial Loop, South.
Orange Park, FL 32073
- (C) The name and address of the registered agent and office is: 234
Industrial Loop, South. Orange Park, FL 32073

SIGNATURE: _____

(Corporate Officer)

TITLE: _____

PRESIDENT

DATE: _____

9-26-96

Rosalyn F. Walker
ROSALYN F. WALKER
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Dec. 8, 1997
Commission No. 133

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 PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE: _____

(Registered Agent)

DATE: _____

9/26/96

Rosalyn F. Walker
ROSALYN F. WALKER
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Dec. 8, 1997
Commission No. 133

(3)