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Beverley J. Tedder  
5300 South Indian River Drive  
Fort Pierce, Florida 34982

(561) 595-0885  
(FAX) 464-5052

September 30, 1996

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Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: USA Car Care, Inc.

Dear Sir:

Enclosed are the ARTicles of Incorporation for the above referenced corporation and a check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

*Beverley J. Tedder*

Beverley J. Tedder

USA Car Care, Inc.  
5300 South Indian River Drive  
Fort Pierce, Florida 34982

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION OF  
USA CAR CARE, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article I

The name of this corporation is USA Car Care, Inc. The principal office and mailing address of the corporation is 101 West Alfred Street, Tavares, Florida 32778.

Article II

The corporation shall exist perpetually unless dissolved according to Florida law.

Article III

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

Article IV

The corporation is authorized to issue one thousand (1,000) shares of common stock, par value one dollar (\$1.00) per share.

Article V

The street address of the initial registered office of this corporation is 5300 South Indian River Drive, Ft. Pierce, Florida 34982.

Article VI

The number of directors constituting the initial board of directors of the corporation is one. The number of directors may be increased or decreased from time to time in accordance with the corporation's bylaws but shall never be less than one. The name and address of the initial director is Beverley J. Tedder, 5300 South Indian River Drive, Ft. Pierce, Florida 34982.

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TALLAHASSEE FLORIDA

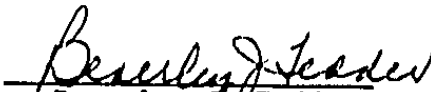
Article VII

The name and address of the incorporator is Beverley J. Tedder, 5300 South Indian River Drive, Ft. Pierce, Florida 34982.

Article VIII


The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 28th day of September, 1996.

  
Beverley J. Tedder

Acceptance of Designation  
Registered Agent/Registered Office

I, the undersigned person, having been named as registered agent to accept service of process for the above stated corporation at the place designated in this statement, 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 I am familiar with and accept the obligations of my position as registered agent.

  
Beverley J. Tedder

Dated: September 28, 1996

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SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

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