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TRANSMITTAL LETTER

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300001964103
-10/03/96--01062--013
****122.50 ****122.50

October 1, 1996

Subject: Champlon Automotive Resources, Inc.

Enclosed is an original and one (1) copy of the articles of Incorporation, an original and one copy of the designation of registered agent, and a check for \$ 122.50.

Please send a certified copy of the certificate of Incorporation.

FROM: Cathy L. Lucrezi, Attorney at Law
Attorney for Champlon Automotive Resources, Inc.
2256 Heltman Street
Fort Myers, FL 33901
941/334-7878
FAX 941/334-2531

FILED
55 OCT -3 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cathy Lucrezi

BN OCT - 7 1996

ARTICLES OF INCORPORATION
OF
CHAMPION AUTOMOTIVE RESOURCES, INC.
A FLORIDA CORPORATION FOR PROFIT

FILED
26 OCT -3 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

Name

The name of the corporation ("Corporation") is Champion Automotive Resources, Inc.

ARTICLE II

Duration

The existence of the corporation shall begin upon the filing of these Articles of Incorporation, and shall be perpetual until and unless dissolved.

ARTICLE III

Principal Place of Business and Mailing Address

The street and mailing address of the principal place of business of the Corporation is 708 NE 1st Place, Cape Coral, FL 33909, or as otherwise indicated in the minutes of the Corporation.

ARTICLE IV

Authorization to Issue Shares

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

Initial Registered Agent and Street Address

The name and street address of the Corporation's initial registered agent is Rosalie S. Delli Paoli, 708 NE 1st Place, Cape Coral, Florida 33909.

ARTICLE VI

Directors

The initial board of directors shall consist of 1 member. The names and address of the person who will serve on the initial board of directors are: Dominick G. Delli Paoli, 708 NE 1st Place, Cape Coral, Florida 33909.

**ARTICLE VII
Incorporators**

The names and street addresses of the persons signing these articles of incorporation are:
Dominick G. Delli Paoli, 708 NE 1st Place, Cape Coral, Florida 33909.

**ARTICLE VIII
Corporate Powers**

The corporate powers of this corporation are as provided in Section 607.0302, Florida Statutes. The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation
this ...27... day of ...September..., 1996.

Dominick G. Delli Paoli

Name: Dominick G. Delli Paoli

*Subscribed & Sworn to me
this*

Vicki L. Wilham



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

1. The name of the corporation is: Champlon Automotive Resources, Inc.
2. The name and address of the registered agent and office is:

Rosalie S. Delli Paoli
708 NE 1st Place
Cape Coral, FL 33909

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

Rosalie S. Delli Paoli
Signature

Sept 23, 96
Date

FILED
96 OCT -3 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA