

P96000063511

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Auto Help II, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

700001960001
 -10/10295-01002-005
 ***70.00 ***70.00

RECEIVED
 96 OCT 10 AM 9:05
 DIVISION OF CORPORATION

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL	
PREPAID.....	
BALANCE DUE.....	

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 96 OCT 10 AM 9:35
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

.....
 REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ BY William CK No. _____

WALK-IN Will Pick Up 10/10 12:00 TAB 10/10

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.
THANK YOU
 from
 Your Capital Connection

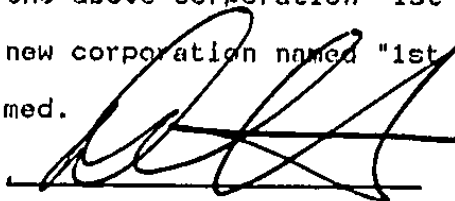
October 7, 1996

Florida Department of Revenue
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314-6327

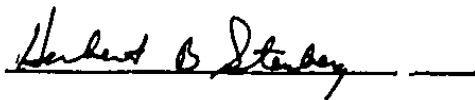
RE: 1st Auto Help 1, Inc
Disolved August, 1996

Gentlemen:

Please be advised that I, Donald Beck, rolinquish all rights to the above corporation "1st Auto Help 1, Inc", so that a new corporation named "1st Auto Help 11, Inc" may be formed.

A handwritten signature in dark ink, appearing to read "Donald Beck", is written over a horizontal line. The signature is stylized and somewhat cursive.

Witness this 7th Day of October, 1996

A handwritten signature in dark ink, appearing to read "Herbert B. Starkey", is written over a horizontal line. The signature is in a cursive style.

ARTICLES OF INCORPORATION
OF
1st AUTO HELP 11, INC

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is:

1st AUTO HELP 11, INC

The address of the corporation is:

17 South State Road 7, Plantation, Florida 33317

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

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

ARTICLE FOUR

The aggregate number of shares which the corporation has authority to issue is 500, all of which shall be common shares without par value.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 17 South State Road 7, Plantation, Florida 33317, and the name of the initial registered agent is Donald Beck.

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TALLAHASSEE, FLORIDA

ARTICLE SIX

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE SEVEN

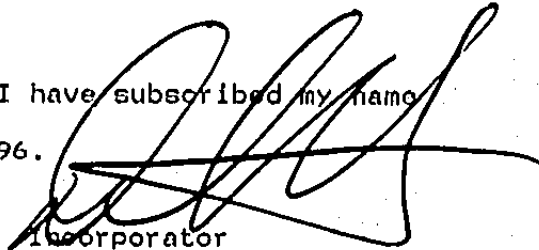
The name and address of the incorporator is:

Donald Beck
17 South State Road 7, Plantation, Florida 33317

ARTICLE EIGHT

The corporation shall be deemed to commence it's existence on October 10, 1996.

IN WITNESS WHEREOF, I have subscribed my name this 7th day of October, 1996.



Incorporator

STATE OF FLORIDA)SS
COUNTY OF BROWARD)

On this 7th day of October 1996, before me, personally appeared Donald Beck, known to me to

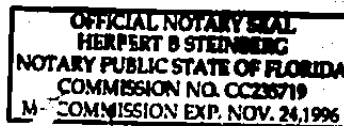
be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.



Notary Public

My commission #CC235719 expires:
November 24, 1996



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designation Place of Business or Domicile for
the Service of Process Within This State, Naming Agent
upon whom Process May Served and Name and Address of the
Incorporator.

The following is submitted in compliance with
Chapter 48.091 and 607.034, Florida Statutes:

a corporation organized (organizing) under the laws of the
State of Florida, with its initial registered office at
17 South State Road 7, Plantation, Florida 33317 has named
Donald Beck, _____ its agent to accept service of
process within this state.

Donald Beck
17 South State Road 7, Plantation, Florida 33317


Incorporator

ACCEPTANCE:

HAVING BEEN NAMED to accept service of process
for the above named 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
performance of my duties.


Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA