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TALLAHASSEE, FL 32301-2607

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904 222 393 FAX



PRINTED MAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 132996 82694A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 25, 1996

ORDER TIME : 11:23 AM

ORDER NO. : 132996-005

CUSTOMER NO: 82694A

100001986301--7
-10/25/96--01063--025
****122.50 ****122.50

CUSTOMER: Richard J. Osterndorf, Esq.
OSTERNDORF & ASSOCIATES, INC.

327 South Palmetto Avenue

Daytona Beach, FL 32114

DOMESTIC FILING

NAME: WALT'S AUTOMOTIVE SERVICES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OCT 25 11:03

RECORDED
96 OCT 25 PM 1:06
DIVISION OF CORPORATIONS

10.25.96
KR

**ARTICLES
OF
INCORPORATION**

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

WALT'S AUTOMOTIVE SERVICES, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and permitted under the laws of the State of Florida, including but not limited to:

The purchasing, selling, designing, leasing, hiring, construction, repairing, renovating, or rebuilding of real or personal property.

Any type of construction, development or sale of real or personal property herein the State of Florida; as well as all business activities related thereto, or which may be necessary, advantageous or proper in the conduct of the business; to exercise generally such powers as may be incidental to or convenient for the purposes and business of the corporation; and to have, exercise and enjoy all the rights and privileges of a corporation for profit under the laws of the State of Florida; it being expressly provided that the foregoing enumerated powers shall not be held to limit or

restrict the general powers of the corporation.

ARTICLE III

The maximum number of shares of stock this corporation may issue is one thousand shares of common stock, which shall be the common stock of \$1.00 par value. All said common stock shall be payable in cash, or payable by property, labor or services at a just valuation by the stockholders. Property, labor or services may be purchased or paid for with capital stock at a just valuation fixed by the stockholders.

ARTICLE IV

The amount of capital with which this corporation shall begin is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial principal office of said corporation shall be:

527 No. Beach Street, Daytona Beach, FL 32114

The registered agent is:

WALTER BEDDARD

whose address is:

527 No. Beach Street, Daytona Beach, FL 32114

ARTICLE VII

That the business of the corporation shall be managed by the stockholders of the corporation. The board of directors shall initially consist of one member, who is:

WALTER BEDDARD

The said corporation may have additional members on the board of directors, as may be authorized in the bylaws of the corporation. The address for the above is:

527 N. Beach Street, Daytona Beach, FL 32114

ARTICLE VIII

The name and business address of the person signing these Articles of Incorporation as subscriber is as follows:

WALTER BEDDARD

527 No. Beach Street, Daytona Beach, FL 32114

ARTICLE IX

No holder of common stock of the corporation shall have any preferential, preemptive or other right to the detriment of any other stockholder of the corporation.

ARTICLE X

The said corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter permitted by law or prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.

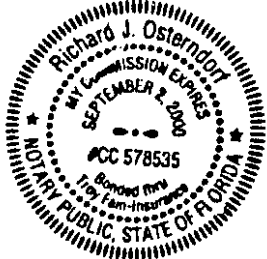

WALTER BEDDARD

STATE OF FLORIDA

COUNTY OF VOLUSIA

Before me, the undersigned authority, personally appeared
WALTER BEDDARD, personally known to be the individual described in
and who subscribed the foregoing Articles of Incorporation and he
freely and voluntarily acknowledged before that he made and
subscribed the foregoing for the uses and purposes therein
mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal at Daytona Beach, in said County and State, this
17th day of October, 1996.



Richard J. Osterdorf
Notary Public

ACCEPTANCE OF REGISTERED AGENT

The undersigned having been named to accept Service of
Process for Walt's Automotive Services, Inc. at the place
designated in Article VI of the Articles of Incorporation, hereby
accepts the obligations as Registered Agent and agrees to comply
with the provisions of Section 607.0505, Florida Statutes, relative
to keeping open said office.

Walter Beddard
Walter Beddard

RECEIVED
OCT 17 1996
CLERK OF COURT
DAYTONA BEACH, FLORIDA