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November 4, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

RE: VFL Auto Club International, Inc.

100001999321--0
-11/07/96--01068--007
****122.50 ****122.50

Gentlemen:

Enclosed please find my trust account check payable to your order in the amount of \$122.50, Articles of Incorporation, and copy of same.

Amounts on the enclosed check are broken down as follows:

\$35.00 - Filing Fee

\$35.00 - Designating Registered Agent

\$52.50 - Certified copy of Articles of Incorporation

Please file the enclosed Articles and return a certified copy of same to me at your earliest convenience.

Thank you for your assistance.

Very truly yours,


James A. Barks

JAB/jst

Enclosures

FILED
96 NOV -7 AM 7:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER NOV 13 1996

ARTICLES OF INCORPORATION

OF

VFL AUTO CLUB INTERNATIONAL, INC.

FILED
96 NOV -7 AM 7:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporators to these Articles of Incorporation hereby associate themselves together to form a Corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is: VFL AUTO CLUB INTERNATIONAL, INC.

ARTICLE II. COMMENCEMENT AND DURATION

Corporate existence of this Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State of the State of Florida, and this Corporation is to exist perpetually.

ARTICLE III. GENERAL PURPOSE

The general purpose of the business to be transacted by this Corporation is to engage in any and all lawful business permitted under the Laws of the United States and the Laws of the State of Florida, except to do business as a bank, railroad, canal, or telephone or telegraph company.

ARTICLE IV. NUMBER OF SHARES

The maximum number of stock that this Corporation is authorized to issue is: 1,000 shares of common stock with \$1.00 par value per share, said shares shall be of the same class without preference.

ARTICLE V. INITIAL PRINCIPAL OFFICE AND Registered Agent

The street address of the initial principal office and registered office of this Corporation is 1462 Farrindon Circle, Heathrow, Florida 32746, and the name of the initial Registered Agent of this Corporation is JERRY M. CALDWELL.

ARTICLE VI. INITIAL BOARD OF Directors

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one

(1). The names and addresses of the initial Directors of this Corporation are:

JERRY M. CALDWELL
1462 Farrindon Circle
Heathrow, Florida 32746

GARRY R. LUDWICK
3601 Merryweather Drive
Orlando, Florida 32812

ARTICLE VII. INCORPORATORS

The names and addresses of the persons signing these Articles are:

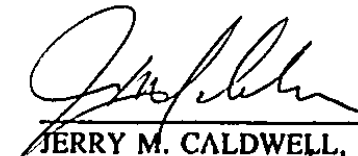
JERRY M. CALDWELL
1462 Farrindon Circle
Heathrow, Florida 32746

GARRY R. LUDWICK
3601 Merryweather Drive
Orlando, Florida 32812

ARTICLE VIII. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to these reservations.

IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of Incorporation this 2nd day of November, 1996.



JERRY M. CALDWELL, Incorporator




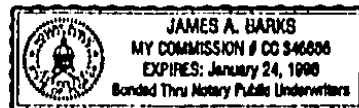
GARRY R. LUDWICK, Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 2nd day of November, 1996, by JERRY M. CALDWELL and GARRY R. LUDWICK, who are personally known to me.


James A. Barks




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96 NOV -7 AM 7:39

CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS OF THE OFFICE FOR SERVICE OF PROCESS
WITHIN THIS STATE

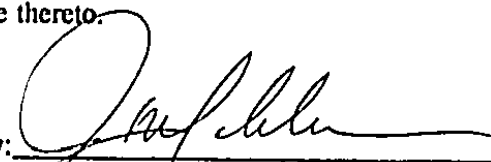
Pursuant to Florida Statutes, this is to certify that VFL AUTO CLUB INTERNATIONAL, INC, a Corporation duly organized and existing under the Laws of the State of Florida, has named JERRY M. CALDWELL, 1462 Farrindon Circle, Heathrow, Florida 32746, as its agent to accept service of process within this State and the said address as the office for such service of process.



President

ACKNOWLEDGMENT

Having been named to accept service of process for the above State Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative thereto.

By: 

Registered Agent