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LAW OFFICES OF
JAMES M. HAMMOND

BELCHER POINT PROFESSIONAL CENTER
1831 N. BELCHER ROAD, SUITE A-1
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December 6, 1996

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*****122.50 *****122.50

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

Re: Incorporation of The Auto Exchange Club, Inc.

Dear Sir/Madam:

I enclose herein an original and copy of Articles of Incorporation and Certificate Designating and Acceptance of Registered Agent for the above-named corporation. In addition, a check in the amount of \$122.50 representing the following fees as enclosed.

Filing Fee	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>

Total: \$122.50

Please file the original Articles of Incorporation and return a certified copy thereof to the undersigned at your earliest convenience. A self-addressed, stamped envelope is enclosed for your convenience.

Your prompt attention to this matter is appreciated.

Very truly yours,


James M. Hammond

JMH/dec
encl.

See 12/12

FILED
96 DEC 10 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

THE AUTO EXCHANGE CLUB, INC.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is: THE AUTO EXCHANGE CLUB, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the directors, at least equivalent to the full value of the stock so to be issued as herein above set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and the judgment of such value shall be conclusive.

Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers of such additional stock, in an amendment to these Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE OF THE CORPORATION

The principal office and the mailing address of this Corporation is: 4229 Ellinwood Boulevard, Palm Harbor, FL 34685.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 1831 N. Belcher Road, Suite A-1, Clearwater, FL 34625, and the name of the initial registered agent of this Corporation at such address is James M. Hammond, Esq.

ARTICLE VII

INCORPORATOR

The name and address of the Corporation's incorporator is:

Dean J. Andreson
2046 Brendla Road
Clearwater, Florida 34615

ARTICLE VIII

PREEMPTIVE RIGHTS

The shareholders of this Corporation have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time


to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive right. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within (30) days of receipt of notice from the Corporation.

ARTICLE VIII

INDEMNIFICATION


The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, I have subscribed my name this 5th day of December, 1996.


DEAN J. ANDRESON, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 5th December, 1996 by DEAN J. ANDRESON, who is personally known to me or who has produced _____ as identification and who did not take an oath.


Angela G. Wallace
Notary Public
My commission expires: 4-22-00

 ANGELA G. WALLACE
COMMISSION # CG 544785
EXPIRES APR 22, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
96 DEC 10 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Designation and Acceptance of Registered Agent

Pursuant to the provisions of Florida Statute §607.0501, 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 **THE AUTO EXCHANGE CLUB, INC.**
2. The name of the registered agent is **James M. Hammond, Esq.**
3. The address of the registered agent/registered office is **1831 N. Belcher Road, Suite A-1, Clearwater, FL 34625.**

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Dated: December 5, 1996.


JAMES M. HAMMOND, ESQ.