

P 96000/00746

LAW OFFICE OF  
CHARLES J. DORFMAN

6556 SOUTH U.S. HIGHWAY ONE

PORT SAINT LUCIE, FLORIDA 34952-9098

CHARLES J. DORFMAN  
LEGAL ASSISTANT  
NANCY GALAN

AREA CODE (407)  
878-2150  
466-4600  
FACSIMILE 466-4824

December 9, 1996

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

800002025378--3  
-12/11/96--01006--007  
\*\*\*\*122.50 \*\*\*\*122.50

UPS/NEXT DAY AIR

Re: Incorporation of ASAP Auto Air & Radiator, Inc.

Gentlemen:

Enclosed herewith is the original Articles of Incorporation for ASAP Auto Air & Radiator, Inc. The articles include a designation and acceptance of Registered Agent.

Also enclosed is check no. 10617 for the following fees:

- a) \$35.00 for filing Articles of Incorporation;
- b) \$35.00 for Designation and Acceptance of Registered Agent; and
- c) \$52.50 for a certified copy of the documents.

EFFECTIVE DATE  
1/2/97

Please return the certified copy of the documents in the enclosed self-addressed stamped envelope.

If you have any questions, please do not hesitate to call my office.

Thank you very much.

Very truly yours,

Charles J. Dorfman

CJD:ng

cc: client

Enclosures

c:\winword\ng\artofincorp

FILED  
96 DEC 12 AM 11:20  
TALLAHASSEE, FLORIDA

SN DEC 13 1996

ARTICLES OF INCORPORATION  
OF  
ASAP AUTO AIR & RADIATOR, INC.

FILED  
96 DEC 12 11:11:20  
TALLAHASSEE, FLA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being natural persons, do hereby act as Incorporators in adopting and filing the following ARTICLES OF INCORPORATION for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is ASAP AUTO AIR & RADIATOR, INC.

ARTICLE II

The existence of the Corporation shall begin on the 2<sup>nd</sup> day of January, 1997.

EFFECTIVE DATE  
1/2/1997

ARTICLE III

The street address of the principal office (place of business) and mailing address of the Corporation is 4660 South US Highway One, Ft. Pierce, Florida 34982.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000, all of which shall be Common Shares, no par value. 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. There shall be imprinted on each share certificate a restriction limiting ownership or transfer only to the original Incorporators or to the Corporation.

ARTICLE V

The initial street address of the Corporation's registered office is 4660 South US Highway One, Ft. Pierce, Florida 34982. The initial registered agent for the Corporation at that address is Steven W. Sapp.

ARTICLE VI

The initial board of directors shall consist of two members. The name and address of the persons who will serve on the initial board of directors are:

Name

Address

Steven W. Sapp

4660 South US Highway One  
Fort Pierce, Florida 34982

Continues . . . . .

Lisa L. Sapp

4660 South US Highway One  
Fort Pierce, Florida 34982

A quorum shall consist of a majority of the whole board, and never less than two directors.

ARTICLE VII

The name and street address of the persons signing these ARTICLES OF INCORPORATION (Incorporators) are:

Name

Address

Steven W. Sapp

4660 South US Highway One  
Fort Pierce, Florida 34982

Lisa L. Sapp

4660 South US Highway One  
Fort Pierce, Florida 34982

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these ARTICLES OF INCORPORATION this 9th day of Dec, 1996.

Steven W. Sapp  
Name: Steven W. Sapp

Lisa L. Sapp  
Name: Lisa L. Sapp

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ASAP AUTO AIR & RADIATOR, INC. at the place designated in the ARTICLES OF INCORPORATION, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: Dec 9 1996

Steven W. Sapp  
Name: Steven W. Sapp

FILED  
DEC 12 AM 11:20  
STATE  
TALLAHASSEE, FLORIDA