

P970000010620



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 245980 163844A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia P. P.

ORDER DATE : February 3, 1997

ORDER TIME : 11:12 AM

ORDER NO. : 245980-010

500002075665--1

CUSTOMER NO: 163844A

CUSTOMER: Timothy Kelly, Esq
FALLGATTER & BOND, P.A.

Suite 900
121 West Forsyth Street
Jacksonville, FL 32202

TALLA HALL, FLORIDA

97 FEB -3 PM 13:24

FILED

DOMESTIC FILING

NAME: STELLAR AUTOMOTIVE, 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: James Guy

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

97 FEB -3 PM 12:00

RECEIVED

12R
2.3.97

ARTICLES OF INCORPORATION
OF
STELLAR AUTOMOTIVE, INC.

FILED
97 FEB -3 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this Corporation is STELLAR AUTOMOTIVE, INC..

ARTICLE II-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 2134 Hovington Circle East, Jacksonville, Florida 32246.

ARTICLE III-DURATION

This Corporation shall have perpetual existence.

ARTICLE IV-PURPOSE

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

ARTICLE V-CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares, all of which shall be of the par value of One Dollar

(\$1.00) per share.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 121 West Forsyth Street, Suite 900, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Timothy P. Kelly.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

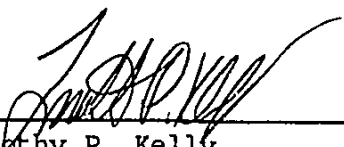
The number of Directors constituting the initial Board of Directors of this Corporation shall be two (2), and the names and addresses of the persons who are to serve as the initial Directors are:

Photis J. Nichols	2134 Hovington Circle East Jacksonville, Florida 32246
Richard K. Stewart	2134 Hovington Circle East Jacksonville, Florida 32246

ARTICLE VIII-INCORPORATOR

The name and address of the incorporator is Timothy P. Kelly, 121 West Forsyth Street, Suite 900, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 14th day of February, 1997.



Timothy P. Kelly

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 1st
day of February, 1997, by Timothy P. Kelly. He is personally known
to me.

Brenda Craig
Notary Public for the State of
Florida at Large

My Commission Expires:

Commission Number:

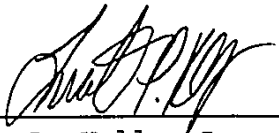


BRENDA CRAIG
My Commission CC525542
Expires Jan. 18, 2000

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes (1993), the following is submitted:

STELLAR AUTOMOTIVE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named Fallgatter and Bond, P.A., located at 121 West Forsyth Street, Suite 900, Jacksonville, Florida 32202, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

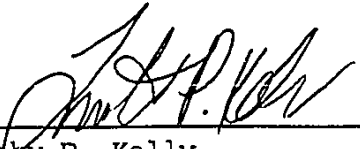


Timothy P. Kelly, Incorporator
Date: 2/1/97

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Fallgatter and Bond, P.A. hereby agrees to act in this capacity, and to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Timothy P. Kelly

By: 

Timothy P. Kelly
Date: 2-1-97

FILED
97 FEB -3 PM 3:24
SEC
TALLAHASSEE, FLORIDA