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LETTER OF TRANSMITTAL

To: Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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-02/17/97--01110--005
*****70.00 *****70.00

In Re: AUTO IMAGE III INC.

Gentlemen;

Enclosed please find the original and one copy of the Articles of Incorporation for AUTO IMAGE III INC., together with my check for \$ 70.00.

This represents the cost of the Filing Fees, and the fee for Registered Agent Designation for the above named Corporation.

Sincerely,

AUTO IMAGE III INC.
Arthur A. Ritchie
7540 Bay Island Drive Ste. 262
South Pasadena, Florida 33707
813-367-4239

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 17 AM 10:45

9/2/97

ARTICLES OF INCORPORATION
of
AUTO IMAGE III INC.

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DIVISION OF CORPORATIONS
97 FEB 17 AM 10:45

The undersigned subscriber(s) to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Florida Business Corporation Act.

ARTICLE I CORPORATE NAME

The name of the corporation shall be:

AUTO IMAGE III INC.

ARTICLE II DURATION

This corporation shall exist perpetually unless dissolved according to the Laws of the State of Florida.

ARTICLE III PURPOSE

The corporation is hereby organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The principal office address of said corporation shall be:

7540 Bay Island Drive Ste. 262
South Pasadena, Florida 33707

The mailing address of said corporation shall be:

Same

The name and street address of the Initial Registered Agent of this corporation is:

Arthur A. Ritchie
7540 Bay Island Drive Ste. 262
South Pasadena, Florida 33707

ARTICLE V CAPITAL STOCK

The corporation is authorized to issue One Hundred (100) shares of Common Stock which shall be designated "Common Shares". All or any part of said shares may be issued by this corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have two director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation are as follows:

Arthur A. Ritchie, President
7540 Bay Island Drive Ste. 262 South Pasadena, Florida 33707
Arthur R. Ritchie, Vice President

ARTICLE VII INCORPORATORS

The name(s) and address(es) of the incorporator(s) signing these Articles of Incorporation are as follows:

Arthur A. Ritchie, President
7540 Bay Island Drive Ste. 262 South Pasadena, Florida 33707
Arthur R. Ritchie, Vice President

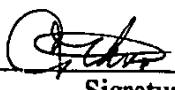

ARTICLE VIII INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes:

- (a) a director's duty of loyalty to the corporation or its stockholders;
- (b) any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation;
- (d) a transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, under penalty of perjury, the undersigned subscriber(s) have executed these Articles of Incorporation this 14 day of FEB

19 97.

	
_____ Signature	_____ Signature
_____ Signature	_____ Signature

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 17 AM 10:45

**CERTIFICATE OF REGISTERED AGENT
OF**

AUTO IMAGE III INC.

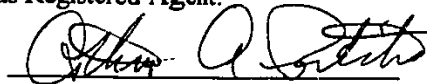
Pursuant to the provisions of section 607.0501 or 617.0501 Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office in the State of Florida.

The name and address of the of the Registered Agent and Office is as stated immediately below:

Arthur A. Ritchie
7540 Bay Island Drive Ste. 262
South Pasadena, Florida 33707

ACKNOWLEDGMENT

Having been named as Registered Agent and to accept service of process for the above-stated corporation, at the place designated in this certificate, I, Arthur A. Ritchie, hereby accept the appointment as Registered Agent and agree to act in this capacity. I, Arthur A. Ritchie, 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.


Registered Agent