

Roy Grasullo

4125 SW MARTIN Hwy

Palm City, FL 34990

2-19-97

700000019257

Please file the following Corporate papers. Enclosed

is a check for 78.50 IF ANY Question I

Can be Reached @ 561-219-4357

Thank You.

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MAR 3

BSB

STATE
TALLAHASSEE, FLORIDA

97 FEB 24 AM 11:47

FILED

ARTICLES OF INCORPORATION
of
AAACE Auto, Inc.

FILED
97 FEB 24 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE- NAME

The name of the corporation is:
AAACE Auto, Inc.

ARTICLE TWO - DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE - PURPOSE

The purposes for which this corporation is organized are:

- a.) The Corporation may engage in any activity under the laws of the United States of America and the State of Florida.
- b.) To acquire by purchase, exchange, gift, bequest, subscription, or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal in or with its own corporate securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property of assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies, or instrumentality's thereof ; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted or unreserved surplus for the purchase of its own shares, and to exercise owner or holder of any securities, any and all rights, power and privileges in respect thereof by the corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE FOUR - Capital Stock

The aggregate number of shares which the corporation has the authority to issue is one hundred (100) shares of common stock with a par value of Ten and No/100ths (10.00) dollars per share which shall be designated as common shares. The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares. All the shares of such common stock shall be paid for in cash, or property, at a just valuation to be taxed by the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE FIVE - Preemptive Rights Granted

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SIX - Registered office and Agent

The street address of the initial registered office of the corporation is : 4125 SW Martin Hwy. Palm City , Florida. 34990, the name of the initial registered agent at said address is Raymond Giasullo

ARTICLE SEVEN - Directors

The initial board of directors of the corporation shall consist of Two (2) member. The Names and addresses of the initial board of directors are:

Raymond Giasullo
4125 S.W. Martin Hwy
Palm City, Florida. 34990

Albert Klager
4125 S.W. Martin Hwy
Palm City, Florida. 34990

ARTICLE EIGHT - Incorporate is:

The name and address of the incorporator is: **Raymond Giasullo**
4125 S.W. Martin Hwy
Palm City, Florida.

34990

ARTICLE NINE - Bylaws

In the furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the States of America or these Articles of incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholder, to add to, delete from or otherwise amend the Bylaws of the corporation.


ARTICLE TEN - Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholder shall not, unless otherwise provided by law, be subject to the payment of the corporate Debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE ELEVEN - Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, I have subscribed my name this 1 day of Feb, 1997.


Raymond Giasullo

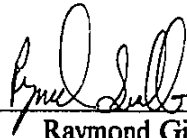
**CERTIFICATE OF DESIGNATION PLACE OF BUSINESS
OR DOMICILE FOR THE PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091 and Chapter 607, Florida Statutes, the following is submitted:

First, That AAACE Auto, Inc. desiring to organize under the laws of the State of Florida, with its principal place of business at 3371a 42nd Ave, Palm City, Florida. 34990. has named Raymond Giasullo, located at, 4125 S.W. Martin Hwy, Palm City, Florida. 34990., as its agent to accept service of process within Florida.

ACCEPTANCE:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Raymond Giasullo

TALLAHASSEE, FLORIDA
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