

997000026821

Mr. J. L. Austin
3422 Old Kings Road
Jacksonville, Florida 32202
Phone: (904) 354 - 4388

Private and Confidential
March 14, 1997

Via Airborne Express

Florida Department of State
"New Filings Section"
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

900002124879--5
-03/26/97--01036--008
****210.00 *****70.00

re: Incorporation of -- ~~FloridaAUTO ReMARKETING, Inc. (Rebuilding)~~
-- ~~FloridaAUTO ReMARKETING, Inc. (Rebuilding)~~
-- FloridaAUTO ReMARKETING, Inc. (Rebuilding)

Gentlemen:

1. Enclosed are three sets of Articles of Incorporation for the three entities described above.
2. A check for \$210.00 (3 sets @ \$70.00 each, as payment for "without certified copies") to pay for the initial incorporation fees.

If you have any questions, please call me at: (904) 354 - 4388.

Sincerely,

JLA
J. L. Austin
Incorporator

enclosures

cc: Files -- King's Pick Apart, Inc.

MAR 25
FILED
97 MAR 20 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
FloridaAUTO ReMARKETING, Inc.

FILED
97 MAR 20 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of this corporation shall be **FloridaAUTO ReMARKETING, Inc.**

ARTICLE II

Nature of Business

The general purpose for which this corporation is organized is as follows:

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of Ten Thousand (10,000) shares of stock with a par value of One Cent per share (\$0.01) par value. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or services at a just valuation to be fixed by the directors. Property or labor may also be purchased with the capital stock at reasonable and fair value as determined by the directors and agreed upon by the subscriber.

ARTICLE IV

Amount of Capital With Which to Begin Business

The amount of capital with which to begin this business shall be One Thousand Dollars (\$1,000.00).

ARTICLE V

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office

The initial registered office of this corporation shall be 3422 Old Kings Road, Jacksonville, Florida 32202. This shall be the registered office and Joe L. Austin shall be the registered agent.

ARTICLE VII

Number of Directors

Initially, this corporation shall have one director. The by-laws shall provide for any increase based on a majority vote of the shareholders.

ARTICLE VIII

Name and Post Office Address of the Members of the First Board of Directors

The name and post office address of the members of the first board of directors is as follows:

Joe L. Austin - President/Treasurer/Director
3422 Old Kings Road
Jacksonville, Florida 32202

ARTICLE IX

Subscribers and Number of Shares

The name and post office address of each subscriber to the Certificate of Incorporation and the number of shares agreed upon is as follows:

Subscriber:	Shares:
King's Pick Apart, Inc.	10,000
3422 Old Kings Road	
Jacksonville, Florida 32202	

ARTICLE X

Restricted Transfer

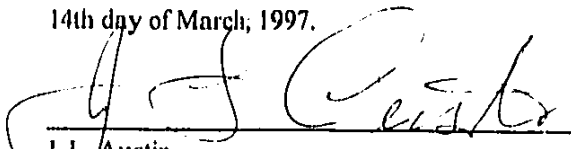
All share certificates issued shall reflect on the face that a transfer is restricted as required by Florida Statute, section 607.0627. It is contemplated that each shareholder shall provide services to the corporation and have familiarity with the operations of the business. Shares may not be transferred without the unanimous consent of all directors. No shareholder may pledge or alienate any interest in the shares without the unanimous consent of all directors. In the event a shareholder cannot provide services or there is a necessity for any shares to be transferred, the corporation has a first option to acquire all such shares for the par value of \$0.01 per share.

ARTICLE XI

Amendments

The articles of incorporation may be amended in a manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock with the right to vote thereon.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation at Jacksonville, Duval County, Florida, for the uses and purposes aforesaid on this 14th day of March, 1997.

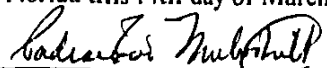


J. L. Austin

STATE OF FLORIDA
COUNTY OF DUVAL

Personally appeared before me, the undersigned authority, J. L. Austin, who is the person known to me to be the person described in and who executed the foregoing Certificate of Incorporation, for FloridaAUTO ReMARKETING, Inc., and he acknowledged the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal at Jacksonville, Florida this 14th day of March, 1997.



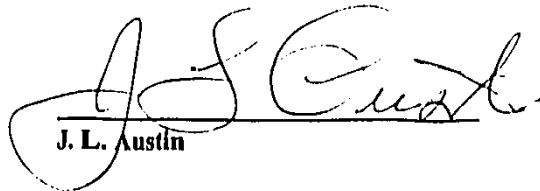
NOTARY PUBLIC, State of Florida
My commission expires:

PADRAIC EOIN MULVIHILL
Notary Public, State of Florida
My Comm. expires June 15, 1999
Comm. No. CC 472789

ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT

The designated registered agent for FloridaAUTO ReMARKETING, Inc., in the certificate of incorporation for that entity filed with the Secretary of State, Division of Corporations for State of Florida, states that it is familiar with and hereby accepts the duties and responsibilities as registered agent and agrees to be fully responsible for the completion of the duties arising therefrom. The business address of the registered agent: 3422 Old Kings Road, Jacksonville, Florida, 32202.

REGISTERED AGENT

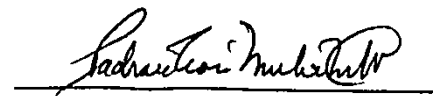

J. L. Austin

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97 MAR 20 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

Personally appeared before me, the undersigned authority, _____ who is the person known to me to be the person described in and who executed the foregoing acceptance as registered agent for FloridaAUTO ReMARKETING, Inc., a Florida corporation, and he acknowledged before me, according to law, that he made and subscribed same for the uses and purposes mentioned and set forth herein.

WITNESS my hand and official seal at Jacksonville, Florida this 14th day of March, 1997.


NOTARY PUBLIC, State of Florida
My commission expires:
PADRAIC EOIN MULVIHILL
Notary Public, State of Florida
My Comm. expires June 15, 1999
Comm. No. CC 472789