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WILLIAM N. ASMA, P.A.
Attorney and Counselor At Law

886 South Dillard Street
Winter Garden, Florida 34787

(407)656-5750
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March 24, 1997

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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****122.50 ****122.50

RE: Meineke of Ocoee Inc.

Enclosed please find the articles of incorporation along with a check in the amount of \$122.50 for the filing of the above referenced corporation. Please forward to this office the certified copy of the articles once incorporated. If you have any questions please feel free to call.

Sincerely,

WILLIAM N. ASMA, P.A.

Ericka L. Pitterson

Ericka L. Pitterson
Secretary to William N. Asma, Esquire

/elp
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 10 PM 4:26

W97-7566

W97-4-10-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 1, 1997

ERICKA L. PITTERSON
886 SOUTH DILLARD STREET
WINTER GARDEN, FL 34787

SUBJECT: MEINEKE OF OCOEE INC.
Ref. Number: W97000007566

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

We have received your document for MEINEKE OF OCOEE INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Vickie Whitfield
Corporate Specialist

Letter Number: 897A00016421

**ARTICLES OF INCORPORATION
OF
MEINEKE OF OCOEE INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned acting as incorporator of this corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND ADDRESS OF CORPORATION

The name of this corporation shall be MEINEKE OF OCOEE INC. The address of corporation shall be 10810 West Colonial Drive, Ocoee, Florida 34761.

ARTICLE II - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III - NATURE OF BUSINESS

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 IV - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time, is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this corporation in the state of Florida will be 886 South Dillard Street, Winter Garden, Florida 34787. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this corporation is William N. Asma, P.A. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation shall be two.
- B. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the shareholders, but shall never be less than one.
- C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
JOSEPH BERNARD, President	44 Decatur Street, Arlington, MA 02174
MARIE BERNARD, Secretary	44 Decatur Street, Arlington, MA 02174

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Street Address</u>
JOSEPH BERNARD	44 Decatur Street, Arlington, MA 02174

ARTICLE VIII - AMENDMENT TO ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX - INDEMNIFICATION

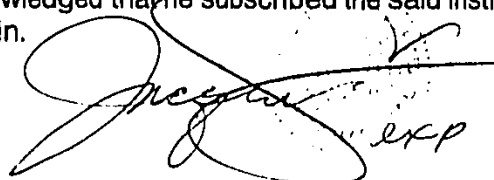
The corporation shall indemnify and registered agent, officer, director or incorporator, or any former registered agent, officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at 886 South Dillard Street, Winter Garden, Florida 34787, this ____ day of March, 1997.


 JOSEPH BERNARD, President

STATE OF MASSACHUSETTS
 COUNTY OF *Suffolk*

BEFORE ME, the undersigned authority, personally appeared JOSEPH BERNARD, known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth herein.


 Notary Public
 exp 3.10.2000

WITNESS my hand and official seal in the County and State last aforesaid this
20 day of March, 1997.

Notary Public

Print Name Jacquelin Davis

My Commission Expires:

Having been named as the Registered Agent 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 property and complete performance of my duties.

William N. Asma

WILLIAM N. ASMA

Date: 3/25/97

97 APR 10 PM 4: 26

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS