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J. William Masters, II

Attorney At Law

Telephone
(407) 896-6100

March 26, 1997

2901 Curry Ford Road
Suite 212-A
Orlando, FL 32806

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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***122.50 ***122.50

SUBJECT: AUTO SPECTRUM

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$122.50

J. William Masters, II

FROM:

J. William Masters, II
2901 Curry Ford Road, Suite 212-A
Orlando, Florida 32806
(407) 896-6100

FILED
97 APR 12 AM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 31, 1997

J. WILLIAM MASTERS II
2901 CURRY FORD ROAD STE 212-A
ORLANDO, FL 32806

SUBJECT: AUTO SPECTRUM
Ref. Number: W97000007405

We have received your document for AUTO SPECTRUM and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 897A00016106

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

AUTO SPECTRUM, INCORPORATED

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is AUTO SPECTRUM.

ARTICLE II- NATURE OF BUSINESS

The general character, purpose and nature of business to be transacted by this corporation is the sale of used cars and any other activity desired by the shareholders.

(a) Acquire by purchase, lease or otherwise, lands and/or the structures thereon and interest in lands, etc., and to own, hold, improve, develop and have erected on any lands owned, held, or occupied by the corporation, buildings or other structures now or hereafter erected on any lands owned, held or occupied and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for

investment or otherwise, use and operate, real estate of all kinds improved, or otherwise, or any right or interest therein.

(b) To acquire by purchase, lease, manufacture or otherwise any personal property deemed necessary, or useful in the equipment, furnishings, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by this corporation.

(c) To carry on in any capacity a business or trade deemed legal in the State of Florida.

(d) To contract debts and borrow money, issue and sell, or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other person or persons, corporation, or other business entity, and to engage in the same or other of any character of business legal in the State

of Florida.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of or any bonds, securities, or other evidences of indebtedness created by any other corporation of any state, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(h) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

(i) To carry on any or all of its operations and business and to promote its objects within the State of Florida or elsewhere without restriction as to place or as to amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(j) To do any or all the things herein set forth to the same extent as natural persons might or could do; and in any part of the world as principals, agents, contractors or otherwise, alone or in the company of others, and to do any perform all such things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers hereinabove set forth, except as where otherwise specified in this Article, shall be in anywise limited or restricted by reference or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses and in this article shall be regarded as independent objects and powers.

ARTICLE THREE - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ninety-nine (99) shares of common stock, each share having a par value of one dollar each.

ARTICLE FOUR - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$18,000.00.

ARTICLE FIVE - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE SIX - ADDRESS

The initial street address of the principal office of the corporation shall be 4221 Old Dominion Road, Orlando, Florida 32812. The Board of Director(s) may from time to time designate such other addresses and place for the principal office of this corporation as it may see fit.

ARTICLE SEVEN - RESIDENT AGENT

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

That Auto Spectrum, Inc. desiring to organize under the laws of the State of Florida with its principal office of the corporation at 4221 Old Dominion Road, Orlando, Orange County,

Florida, has named Pamela Starcher, located at 2702 Emerson Lane, Kissimmee, Florida 34743, as its agent to accept service of process within this State.

Acknowledgment:

I, Pamela Starcher, having been named to accept service of process for the above stated corporation, at the place designated in this certificate, hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Resident Agent
Pamela Starcher

ARTICLE EIGHT - DIRECTOR(S)

The corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall be never less than one.

ARTICLE NINE - INITIAL DIRECTOR(S)

The name(s) and street address of the initial director(s) who shall hold office until his successor is elected and have

been qualified are as follows:

Randy C. Starcher, 2702 Emerson Lane, Kissimmee, FL 34743

Steve Grooms, 5625 B Gatlin Ave., Orlando, FL 32812

Marc Anderson, 4221 Old Dominion Rd., Orlando, FL 32812

ARTICLE TEN - SUBSCRIBER(S)

The names and street address of the subscriber(s) to these Articles of Incorporation is as follows:

Randy C. Starcher, 2702 Emerson Lane, Kissimmee, FL 34743

Steve Grooms, 5625 B Gatlin Ave., Orlando, FL 32812

Marc Anderson, 4221 Old Dominion Rd., Orlando, FL 32812

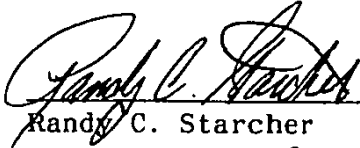
ARTICLE ELEVEN - AMENDMENT

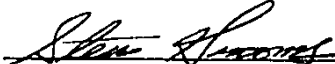
These Articles of Incorporation may be amended in the manner provided by law. Each and every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by eighty-five per cent (85%) of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Incorporation be made.

In Witness Whereof, We have set our hands and seal,
acknowledged and filed the foregoing Articles of Incorporation
this 26 day of March, 1997.


Randy C. Starcher

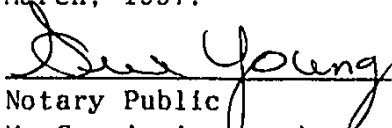

Steve Grooms


Marc Anderson

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned notary public, personally
appeared Randy C. Starcher, Steve Grooms and Marc Anderson, who
identified themselves to me by a current Florida Driver's License
to be the individuals described in the foregoing and who first
being duly sworn, who executed the foregoing Articles of
Incorporation and acknowledged before me that they executed the
same for the purposes therein expressed.

Witness my hand and official seal this 26 day of
March, 1997.


Notary Public
My Commission expires:



SUE YOUNG
My Commission CC540600
Expires Apr. 22, 2000