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11 A. MAX BREWER PARKWAY
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April 18, 1997

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TITUSVILLE, FLORIDA 32782-6447
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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

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-04/21/97-01129-040
*****70.00 *****70.00

Re: JALOPY'S, INC.

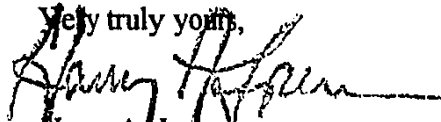
Dear Sir/Madam:

Enclosed find an original and one copy of Articles of Incorporation for the above-captioned corporation, together with check in the sum of \$70.00 to cover your filing fees.

Please stamp the copy of the Articles with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,


Harry A. Jones

HAI/re
Enc.

97 APR 21 PM 1:05
DIVISION OF CORPORATIONS
STATE OF FLORIDA

4/21/97

FILED
STATE
RECORDING
97 MAR 21 PM 1:06

**ARTICLES OF INCORPORATION
OF**

JALOPY'S, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: JALOPY'S, INC. The principal place of business and the mailing address of the corporation shall be: 7003 Challenger Avenue, Titusville, Florida 32780.

ARTICLE II

The nature of the business of this corporation is any and all lawful business which a corporation is permitted to conduct in the State of Florida.

ARTICLE III

The capital stock of this corporation shall be 500 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation.

ARTICLE IV

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial registered agent and registered office of the corporation in the State of Florida is GARY L. KIMBALL, 7003 Challenger Avenue, Titusville, Florida 32780. The stockholders may from time to time move the principal office to any other address in Florida.

ARTICLE VII

The names and addresses of the officers are:

NAME	ADDRESS	OFFICE
GARY L. KIMBALL	7003 Challenger Avenue Titusville, FL 32780	President/ Secretary

ARTICLE VIII

The name and address of the subscriber to the Certificate of Incorporation is as follows:

NAME	ADDRESS
GARY L. KIMBALL	7003 Challenger Avenue Titusville, FL 32780

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

At each election for directors every stockholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principal among any number of candidates.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto sets his hand and seal this 18th day of April, 1997.


GARY L. KIMBALL

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared GARY L. KIMBALL, to me well known to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of April, 1997.


Notary Public, State of Florida

My Commission Expires:



RUTH S. ELLIS
MY COMMISSION # CC288069 EXPIRES
July 9, 1997
BONDED THROUGH TROY FAIR INSURANCE, INC.

STATE
COUNTY
STARTED 11:00

STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF

JALOPY'S, INC.

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.0501, the undersigned as President of JALOPY'S, INC., hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address of the initial registered office of this Corporation is 7003 Challenger Avenue, Titusville, Florida 32780, and the name of the initial registered agent of this Corporation at that address is GARY L. KIMBALL.

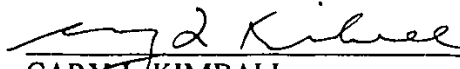
DATED this 18th day of April, 1997.



GARY L. KIMBALL, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of JALOPY'S, INC., at the initial registered office of the Corporation at 7003 Challenger Avenue, Titusville, Florida 32780.



GARY L. KIMBALL