

P770000037143

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 97 APR 25 AM 11:04
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

K.R. APR 25 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4-25-97		
TIME	9:40		CK No. _____
BY	LS		

WALK-IN
 Will Pick Up _____

11-2529-7 FOLDER 8 INC., THOMASVILLE, GA.

RE: AA National Transmission
Service No. 4, Inc.

	C.C. FEE.	DISBURSED
Capital Express SM		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

AA NATIONAL TRANSMISSION SERVICE NO. 4, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be AA NATIONAL TRANSMISSION SERVICE, NO. 4., INC.

ARTICLE II

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

The general nature of the business or businesses to be transacted by this corporation shall be: to buy, sell, trade and otherwise deal in any and all manner of automobile repair.

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of other domestic or foreign corporations, associates, partnerships or individual, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge or all and any of its property, franchises and income.

To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property and security for the payment of funds so loaned and invested.

To conduct its business, carry on its operations, and have offices and exercise the powers granted to corporations under the Florida Statutes both within and without this State.

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with these Articles of Incorporation or with the Florida Statutes, for the administration and regulation of the affairs of the corporation.

To make donations for the public welfare or for charitable, scientific or educational purposes.

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of the directors, officers and employees of the corporation, and for any or all of the directors, officers and employees of any subsidiary of the corporation.

To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 7500. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V

The street address of the initial registered office and principal office of the corporation is 7815 South Highway 17-92, Fern Park, Florida 32730. The name of the initial registered agent at such address is David M. Falise.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
David M. Falise	7815 South Highway 17-92 Fern Park, Florida 32730

ARTICLE VII

The name and address of each incorporator of this corporation is as follows:

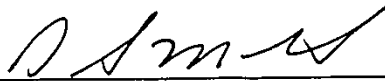
NAME

David M. Falise

ADDRESS

7815 South Highway 17-92
Fern Park, Florida 32730

IN WITNESS WHEREOF, the undersigned, being the sole subscriber to these Articles of Incorporation, does hereby make and file the Articles of Incorporation, and certifies that the facts herein stated are true, and accordingly, has hereunto set his hand and seal at Orlando, in the County of Orange, State of Florida, this 24th day of April, 1997.

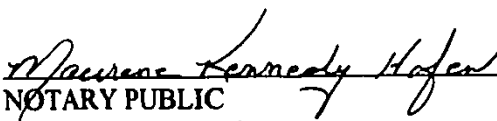


DAVID M. FALISE

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments and oaths, personally appeared David M. Falise, who is personally known to me or who produced FL drivers license # F420-173-62-428-0 as identification, and who executed the foregoing instrument, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforementioned this 24th day of April, 1997.


NOTARY PUBLIC
My Commission Expires:
Commission #:



Maureen Kennedy Hoken
My Commission Expires:
Expires March 15, 2001



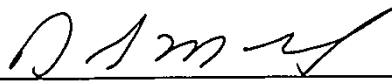
Maureen Kennedy Hoken
My Commission CC627897
Expires March 15, 2001

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

FIRST, that AA NATIONAL TRANSMISSION SERVICES NO. 4, INC., is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Fern Park, County of Seminole, State of Florida, has named David M. Falise, 7815 South Highway 17-92, Fern Park, Florida, as its agent to accept service of process within this State.

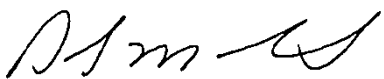
Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



DAVID M. FALISE

ACKNOWLEDGMENT

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



Registered Agent

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TALLAHASSEE, FLORIDA