

P97000039491

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 \$ _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5-29-97		
TIME	2:10		CK No. _____
BY	DR		

WALK-IN
Will Pick Up _____

RE: Auto Plastics, Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> 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, 10% per Annum.

**ARTICLES OF INCORPORATION
OF
AUTO PLASTICS, INC.**

FILED

97 MAY -2 PM 3:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators adopt the following Articles of Incorporation:

Article One

The name of the corporation is Auto Plastics, Inc.

Article Two

The street and mailing address of the initial principal office of the corporation is:

8530 NW 51 Street
Lauderhill, FL 33351

Article Three

The duration of the corporation is perpetual.

Article Four

The general purposes for which the corporation is organized are: To transact any other business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the management of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

Article Five

There shall be two classes of shares issued: 1,000 shares of Class A common stock which shall have all the rights and privileges offered shares, and 100 shares of Class B common stock, which shall be nonvoting stock. Each class of stock shall be without par value.

Article Six

The name and address of the initial registered agent is:

Leo Paul
407 Lincoln Road
Suite 6C
Miami Beach, FL 33139

Article Seven

The corporation shall be without a board of directors, and all management functions shall be assumed by the officers of the corporation, who shall be elected by the shareholders.

Article Eight

The name and address of each incorporator is:

Bruce Gregg, 16059 E. Cornull Drive, Loxalatiha, Florida 33470
Scott Nielsen, 8530 NW 51 Street, Lauderhill, Florida 33351

Article Nine

No shareholder of the corporation may offer their shares to any outside interests without first offering said share to the corporation. The corporation shall have ninety (90) days to accept said offer, and the purchase price shall be set as the net worth of said share at the time of the offering, to be determined by the corporate accountant. If the corporation refuses to buy said shares, the shareholder may offer them to outside interests, subject to the approval of the corporation which shall not be unreasonably withheld.

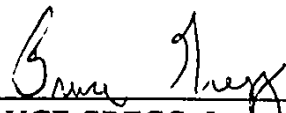
Article Ten

The shareholders of the corporation shall be granted preemptive rights to any new issue of shares issued by the corporation.

Article Eleven

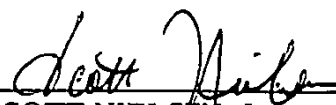
The corporation is to be considered a subchapter S corporation for both state and federal tax purposes. Further, Section 1244 of the IRS Code shall be applicable and the shareholders of the corporation shall be allowed to elect this.

Executed by the undersigned:



BRUCE GREGG, Incorporator

Date April 22, 1997



SCOTT NIELSEN, Incorporator

Date April 22, 1997

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

FILED

97 MAY -2 PM 3:42

**PURSUANT TO THE PROVISIONS OF FS § 607.0501 or
FS § 617.0501, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Auto Plastics, Inc.
2. The name and address of the registered agent and office is:

Leo Paul
407 Lincoln Road
Suite 6C
Miami Beach, FL 33139

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Leo Paul
LEO PAUL

4-30-97
Date

DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL