

997000042904
Law Office of
J. Warren Bullard, P.A.

121 N.W. 3rd Street
Ocala, Florida 34475

Area Code 352
Telephone 732-5900
Fax 867-0504

J. Warren Bullard

May 9, 1997

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

300002174303--1
-05/12/97--01020--008
***122.50 ***122.50

RE: Articles of Incorporation
Batten Automotive, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation for the above named corporation, and my check for \$122.50 which represents the following:

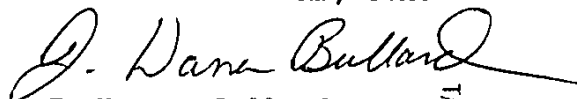
Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent Designation	<u>35.00</u>
TOTAL	\$122.50

Upon your approval, please certify a copy of these Articles of Incorporation and return a certified copy to my office.

Your cooperation and prompt attention to this matter would be greatly appreciated.

Sincerely,

J. WARREN BULLARD, P.A.


J. Warren Bullard

Enclosures:
Articles of Incorporation (2)
Check - \$122.50

AL MAY 14 1997

FILED
97 MAY 12 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BATTEN AUTOMOTIVE, INC.

FILED
97 MAY 12 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is BATTEN AUTOMOTIVE,
INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of
transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares
of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this
Corporation shall be entitled to full preemptive rights to
purchase any unissued or treasury shares of the Corporation and
any securities of the Corporation convertible into or carrying
a right to subscribe to or acquire any unissued or treasury
shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT
DESIGNATION AND ACCEPTANCE

The name of the initial registered agent of this
Corporation is J. WARREN BULLARD whose post office mailing
address and street address are 121 N.W. Third Street, Ocala, FL
34475, who has signed these Articles of Incorporation to

indicate his acceptance and agreement to act in this capacity as contemplated by §607.0501, Florida Statutes.

ARTICLE VII - THE INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

John J. Batten
1640 N.E. 32nd Avenue
Ocala, FL 34470

Laura M. Batten
1640 N.E. 32nd Avenue
Ocala, FL 34470

ARTICLE VIII - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial address of the Corporation's principal office is: 1640 N.E. 32nd Avenue, Ocala, FL 34470, and the mailing address of the Corporation is: 1640 N.E. 32nd Avenue, Ocala, FL 34470.

ARTICLE IX - SUBSCRIBERS AND INCORPORATORS

The names and addresses of the initial subscribers to the corporation's stock and the persons signing as the incorporators of BATTEN AUTOMOTIVE, INC. are as follows:

John J. Batten
1640 N.E. 32nd Avenue
Ocala, FL 34470

Laura M. Batten
1640 N.E. 32nd Avenue
Ocala, FL 34470

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 9 day of May, 1997.


JOHN J. BATTEN

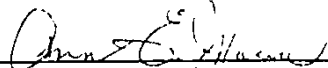

LAURA M. BATTEN

STATE OF FLORIDA
COUNTY OF MARION

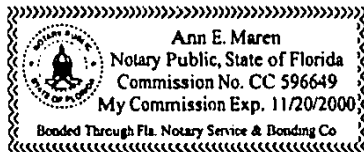
BEFORE Me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared JOHN J. BATTEN and LAURA M. BATTEN, who produced as identification Florida Drivers' Licenses, and who are known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid this 9th day of May, 1997.

My commission expires:


Notary Public State of Florida

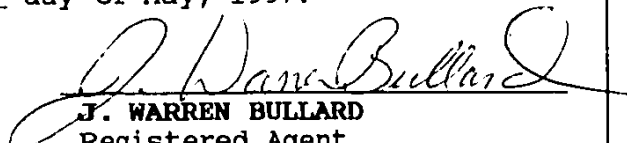
Ann E. Maren
Printed Name of Notary



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of BATTEN AUTOMOTIVE, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 9th day of May, 1997.


J. WARREN BULLARD
Registered Agent

FILED
97 MAY 12 AM 8:09
STATE OF FLORIDA
TALLAHASSEE