

P97000047913
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Thornton Automotive Inc.
(Proposed corporate name - must include suffix)

800002194658--8
-05/28/97--01059--003
****70.00 ****70.00

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Diane L. Flanagan
Name (printed or typed)
CorpAmerica, Inc.
30 Old Rudnick Lane
Address
Dover, DE 19901
City, State & Zip
(888) 736-4300 (Toll free)
Daytime Telephone number

FILED
97 MAY 29 PM 2: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

nc 5/30/97

FILED

97 MAY 29 PM 2:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Thornton Automotive Inc.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be Thornton Automotive Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 2588 Skif Dr., Orlando, FL 32812

ARTICLE III - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation, including, but not limited to operating an auto repair shop.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares with a par value of One Dollar (\$1.00) per share, for a total authorized capital of One Thousand Dollars (\$1,000).

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Charles E. Thornton
2588 Skif Dr.
Orlando, FL 32812

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is:

Diane L. Flanagan
CorpAmerica, Inc.
30 Old Rudnick Lane
Dover, Delaware 19901

ARTICLE VII - DIRECTORS AND OFFICERS

The name and address of the initial director and officer of the corporation shall be:

Charles E. Thornton, Director and President
2588 Skif Dr.
Orlando, FL 32812

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of May, 1997.



Signature of Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, 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.

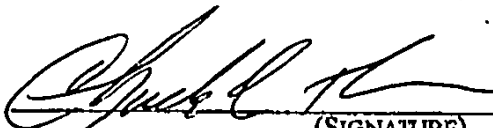
1. The name of the corporation is: Thornton Automotive Inc.

2. The name and address of the registered agent and office is:

Charles E. Thornton
(NAME)
2588 Skif Dr.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
Orlando, FL 32812
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


(SIGNATURE)
Charles E. Thornton

May 22, 1997
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314