P.01

6/05/97

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

9:29 AM

Bleedly ; !!

(((H97000009231 6)))

DIVISION OF CORPORATIONS TO:

FAX #: (904) 922-4001

FROM: TAMPA CORPORATE SERVICES, INC. D/B/A CORPORA

ACCT#: 105404002242

CONTACT: JULIO C EXQUIVEL PHONE: (813) 977-5203

FAX #: (813)632-2797

NAME: AMERICAN EAGLE AUTOMOTIVE, INC.

AUDIT NUMBER...... H97000009231

DOC TYPE......FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS. 1 PAGES...... 4

CERT. COPIES.....0

DEL.METHOD. FAX

EST.CHARGE. . \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

18m 4151917

H97000009231

EFFECTIVE DATE

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is: American Eagle Automotive, Inc.

Article II. Address

The mailing address of the Corporation is: American Eagle Automotive, Inc. 9260 Lazy Lane Tampa FL 33614

Article III. Registered Agent

The name and address of the registered agent of the Corporation is: Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Nancy A. Wise Jonny J. Wise

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

FILET)

FILET,

AND 49

LAHASSEE, FLORIDA

Corporate Creations 15210 Amberty Drive • Suite 328 Tampa FL 33647 (813) 977-5203 H97000009231

Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is: Corporate Creations 15210 Amberly Drive • Suite 328 Tampa FL 33647

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective June 4, 1997

The undersigned incorporator executed these Articles of Incorporation on June 4, 1997

CORPORATE CREATIONS
Julio C. Esquivel President

Corporate Creations 15210 Amberly Drive • Suite 328 Tampa FL 33647 (813) 977-5203 H97000009231

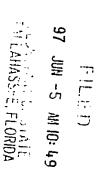
CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

American Eagle Automotive, Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647



I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations

Julie C. Esquivel, President

Date: June 5, 1997

Corporate Creations 15210 Amberly Drive • Suite 328 Tampa FL 33647 (813) 977-5203