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AUTOTRAC INC
P.O.Box 820235
South Florida, FL 33082
Tel: 954-432-0263 Fax: 954-432-6259

July 18, 1997

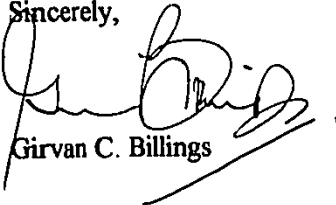
State of Florida
New Filing Section, Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

Sirs:

Enclose please find the application for the incorporation of AUTOTRAC INC together with the required fee of \$122.50 which includes the cost of a certified copy.

Your attention to this application would be greatly appreciated.

Sincerely,


Girvan C. Billings

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FILED
97 JUL 28 PM 12: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 7/30/97

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97 JUL 28 PM 12:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

AUTOTRAC INC

We the undersigned, are desirous of forming a corporation under the laws of the State of Florida, such laws that are applicable to corporation for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Certificate of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be AUTOTRAC INC and it's principal place of business shall be 410 NW 203rd Ave, Pembroke Pines, Florida 33029, and any other location that the board of directors may deem appropriate.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general purpose or object to be transacted, promoted or carried on by this corporation is any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 111

SHARES OF STOCK - NUMBERS

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is one thousand (1000) of common stock at the par value of \$1 per share.

The shares shall carry no preemptive rights.

Stock in this corporation shall be paid for in lawful money of the United States of America, or in property, labor or services, the just value thereof shall be fixed by the incorporators or the board of directors, in the manner provided by the state statute.

ARTICLE 1V

AMOUNT OF CAPITAL

The amount of capital with which the corporation will begin business will be a minimum of one thousand dollars (\$1000.00)

ARTICLE V

This corporation is to have perpetual existence, commencing upon the approval by the Secretary of State of this certificate of incorporation.

ARTICLE VI

DIRECTORS

The affairs of the corporation will be managed by a board of directors numbering at least two (2). The names and addresses of the individuals who are to serve as directors, until new directors are elected at the first shareholders meeting are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Girvan C. Billings	410 NW 203 rd Avenue Pembroke Pines, FL 33029
Junelle R. Billings	410 NW 203 rd Avenue Pembroke Pines, FL 33029

ARTICLE VII

OFFICERS

The names and addresses of the individuals who will serve as the initial officers of the corporation until new officers are appointed at the time of the first meeting of the shareholders are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Girvan C. Billings	410 NW 203 rd Avenue Pembroke Pines, FL. 33029
Junelle R. Billings	410 NW 203 rd Avenue Pembroke Pines, FL 33029

ARTICLE V111

SUBSCRIBERS

The names and addresses of the individuals who are the original subscribers for the shares of common stock of the corporation are as follows:

NAME

ADDRESS


Girvan C. Billings


410 NW 203rd Avenue
Pembroke Pines, FL 33029

Junelle R. Billings

410 NW 203rd Avenue
Pembroke Pines, FL 33029

We the undersigned, being the original subscribers to this certificate of incorporation, do hereby make, subscribe, acknowledge and file this certificate and certify that the facts stated herein are true, and have hereto set our hands and seals this 17 day of JULY, 1997.


Girvan C. Billings (SEAL)


Junelle R. Billings (SEAL)

STATE OF FLORIDA)

SS

COUNTY OF BROWARD)

BE IT REMEMBERED that on this day 25 of July, 1997, personally came before me, a notary public of the State of Florida, the parties to the foregoing certificate of incorporation, known to me personally to be such, and acknowledged the said certificate to be the acts and deeds of the signers, and that the facts herein are truly set forth.

Given under my hand and seal the day and year aforesaid.

NOTARY PUBLIC, STATE OF FLORIDA

AT LARGE

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




Jacqueline P. Harriott

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted in compliance with said act: That AUTOTRAC INC, desiring to organize under the laws of the State of Florida with it's principal place of business as indicated in the certificate of incorporation at the City of Pembroke Pines, County of Broward and State of Florida, has named Girvan C. Billings, 410 NW 203rd Avenue, Pembroke Pines, FL 33029, as it's agent to accept service of process within the State.

ACKNOWLEDGEMENT

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


Registered Agent

FILED
97 JUL 28 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA