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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 489028 80578A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 7, 1997

ORDER TIME : 10:39 AM

ORDER NO. : 489028-005

CUSTOMER NO: 80578A

CUSTOMER: John R. Haggitt, Esq
JOHN R. HAGGITT, ESQ

300 Turner Street
Clearwater, FL 34616

DOMESTIC FILING

NAME: J. W. AUTO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

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*****70.00 *****70.00

FILED
97 AUG -7 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG -7 PM 12:20
DIVISION OF CORPORATION

SN AUG -7 1997:

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ARTICLES OF INCORPORATION.

OF

J. W. AUTO, INC.

FILED

97 AUG -7 PM 1:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I. CORPORATE NAME.

The name and principal address of this corporation is:

J. W. AUTO, INC. Blvd
12825-44 Automobile Road
Clearwater, Fl 33760
33762

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

Number: The aggregate number of shares that the corporation shall have the authority to issue is 70,000 shares of capital stock with a par value of \$.10 per share.

Capital: The amount of capital with which this corporation will begin business shall not be less than \$500.00.

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the capital stock of the corporation.

No Classes of Stock: The shares of the corporation are not to be divided into classes.

No Share in Series: The corporation is not authorized to issue shares in series.

ARTICLE IV. TERM OF EXISTENCE.

The period of duration of the corporation is perpetual.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

GERALD WATTERSON, 12825- ^{Blvd} ~~4~~ Automobile ~~Read~~, Clearwater, Fl 33760 ³³⁷⁶² *RTW*

ARTICLE VI. INITIAL DIRECTOR.

The initial Board of Directors shall consist of one (1) member who need not be a resident of the State of Florida or shareholder in the corporation.

ARTICLE VII. BOARD OF DIRECTORS.

The name and address of the person(s) who shall serve as Director(s) until the first annual meeting of shareholders, or until their successor shall have been elected and qualified as follows:

GERALD WATTERSON

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

GERALD WATTERSON, 12825- ^{Blvd} ~~4~~ Automobile ~~Read~~, Clearwater, Fl 33760 *RTW*

ARTICLE IX. AMENDMENT.

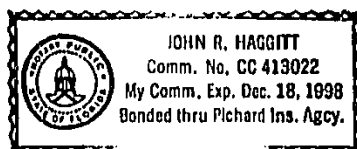
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has made and subscribed the foregoing Articles of Incorporation at Clearwater, Florida on 6 day of Aug, 1997.

[Signature]
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public, personally appeared GERALD WATTERSON to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on 6th day of August, 1997.



[Signature]
Notary Public
My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for J. W. AUTO, INC., at the place designated in the Articles of Incorporation, namely 128⁸¹⁰⁰~~25th~~ Automobile Road, Clearwater, Fl 33768, GERALD WATTERSON agrees to act in this capacity and agrees to comply with the provisions of Section 48.091, relative to keeping open such office. *GTW*


GERALD WATTERSON
Registered Agent

Date: 8-6-97

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97 AUG -7 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA