



CONFIDENTIAL

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Via Federal Express

Private and Confidential
August 19, 1997

Florida Department of State
"New Filings Section"
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400002273694--2
-08/21/97--01072--007
*****70.00 *****70.00

re: Incorporation of AutoSTAR Industries, Inc.

Gentlemen.

- (1) A set of the Articles of Incorporation for the "AutoSTAR Industries, Inc." is enclosed.
- (2) Enclosed is a check for \$70.00 (payment for a "without certified copy") to pay for the initial incorporation fees.

If you have any questions, please call me at: (904) 725-9700. Thank you in advance for your kind assistance.

Sincerely,

Padraic Eoin Mulvihill

Padraic Eoin Mulvihill
Incorporator

AUG 22



BSB

enclosures

Copy: James R. Johnson
Registered Agent

FILED
97 AUG 21 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION
OF
AutoSTAR Industries, Inc.**

FILED
97 AUG 21 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of this corporation shall be: **AutoSTAR Industries, Inc.**

The address of the principal office of this corporation shall be: 103 Century 21 Drive, Suite 201, Jacksonville, Florida 32216.

ARTICLE II

Nature of Business

The general purpose for which this corporation is organized is as follows:

This corporation has been formed as an automotive used-parts remanufacturing and marketing company, and may engage or transact in 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.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of Five Million (5,000,000) shares of common stock with a par value of One Cent per share (\$0.01) par value. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or services at a just valuation to be fixed by the directors. Property or labor may also be purchased with the capital stock at reasonable and fair value as determined by the directors and agreed upon by the subscriber. Where applicable and when eligible, the capital stock may be treated by the owners of the corporation under the applicable provisions of Section 1244 of the U.S. Internal Revenue Code and the S Corporation provisions (Small Business Corporations) of the Internal Revenue Code.

ARTICLE IV

Amount of Capital With Which to Begin Business

The amount of capital with which to begin this business shall be One Thousand Dollars (\$1,000.00).

ARTICLE V

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office

The initial registered office of this corporation shall be 103 Century 21 Drive, Suite 201, Jacksonville, Florida 32216. This shall be the registered office and James R. Johnson shall be the registered agent.

ARTICLE VII

Number of Directors

Initially, this corporation shall have three directors. The By-Laws shall provide for any increase based on a majority vote of the shareholders.

ARTICLE VIII

Name and Post Office Address of the Members of the First Board of Directors

The names and post office addresses of the members of the first board of directors is as follows:

Padraic Eoin Mulvihill - Secretary/Director,
103 Century 21 Drive, Suite 201
Jacksonville, FL 32216;

James R. Johnson - President/Director,
103 Century 21 Drive, Suite 201
Jacksonville, FL 32216;

Patricia D. Smith - Treasurer/Director,
103 Century 21 Drive, Suite 201
Jacksonville, FL 32216.

ARTICLE IX

Restricted Transfer

All share certificates issued shall reflect on the face that a transfer is restricted as required by Florida Statute, section 607.0627. It is contemplated that each shareholder shall provide services to the corporation and have familiarity with the operations of the business. Shares may not be transferred without the unanimous consent of all directors. No shareholder may pledge or alienate any interest in the shares without the unanimous consent of all directors. In the event a shareholder cannot provide services or there is a necessity for any shares to be transferred, the corporation has a first option to acquire all such shares for the par value of \$0.01 per share.

ARTICLE X

Amendments

The articles of incorporation may be amended in a manner provided by law. Every amendment shall be approved by the holder or holders or a majority of the stock with the right to vote thereon.

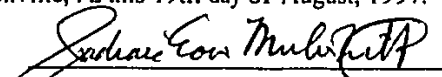
IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation at Jacksonville, Duval County, Florida, for the uses and purposes aforesaid on this 19th day of August, 1997.


James R. Johnson

STATE OF FLORIDA
COUNTY OF DUVAL

Personally appeared before me, the undersigned authority, James R. Johnson, who is the person known to me to be the person described in and who executed the foregoing Certificate of Incorporation, for **AutoSTAR Industries, Inc.**, and he acknowledged the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal at Jacksonville, FL this 19th day of August, 1997.


NOTARY PUBLIC, State of Florida
My commission expires:

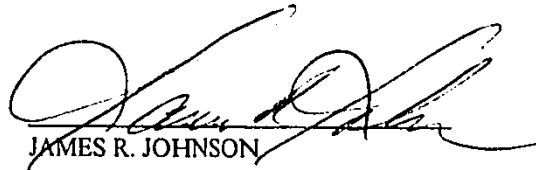
PADRAIC EOIN MULVIHILL
Notary Public, State of Florida
My Comm. expires June 15, 1999
Comm. No. CC472789

**ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT**

The designated registered agent for **AutoSTAR Industries, Inc.** in the certificate of incorporation for that entity filed with the Secretary of State, Division of Corporations for State of Florida, states that it is familiar with and hereby accepts the duties and responsibilities as registered agent and agrees to be fully responsible for the completion of the duties arising therefrom. The business address of the registered agent:

103 Century 21 Drive, Suite 201, Jacksonville, FL 32216.

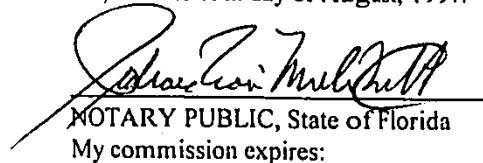
REGISTERED AGENT


JAMES R. JOHNSON

STATE OF FLORIDA
COUNTY OF DUVAL

Personally appeared before me, the undersigned authority, James R. Johnson, who is the person known to me to be the person described in and who executed the foregoing acceptance as registered agent for **AutoSTAR Industries, Inc.**, a Florida corporation, and he acknowledged before me, according to law, that he made and subscribed same for the uses and purposes mentioned and set forth herein.

WITNESS my hand and official seal at Jacksonville, FL this 19th day of August, 1997.


NOTARY PUBLIC, State of Florida
My commission expires:

PADRAIC EOIN MULVIHILL
Notary Public, State of Florida
My Comm. expires June 15, 1999
Comm. No. CC472789

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