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September 8, 1997

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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*****78.75 *****78.75

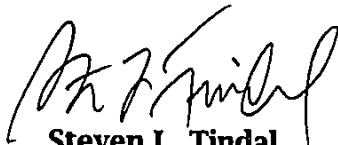
Re: TRANSMITTAL LETTER - AUTO EXTRAS, INC.

Dear Sir:

Enclosed is an original and one copy of the Articles of Incorporation and a check for \$78.75 for Filing Fee and Certificate. Also, enclosed is an original and one copy of Certificate of Designation of Registered Agent/Registered Office.

Please return the filed documents to the undersigned. Thank you.

Sincerely,


Steven L. Tindal
enclosures

FILED
97 SEP 10 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 9/11/97

**Articles of Incorporation
of
AUTO EXTRAS, INC.**

FILED

97 SEP 10 AM 11: 50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act (such act, as amended from time to time, and its successors are hereinafter referred to as the "Act"), hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be AUTO EXTRAS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 3155 West Hillsborough Avenue, Tampa, Florida 33615.

ARTICLE III - SHARES

The number of shares which the Corporation has authority to issue is One Thousand (1,000). All the authorized shares of the Corporation shall be of one class only and be designated common stock. The common stock of the Corporation shall in all respects entitle the holder to the same rights and preferences, and subject the holder to the same qualifications, limitations and restrictions as all other shareholders of common stock. The common stock may be issued for such an amount of consideration as may be fixed from time to time by the Board of Directors. Subject to any specific restrictions imposed by the Act, at all times each holder of a share of common stock shall be entitled to cast one vote for each share of such stock standing in the shareholder's name on the Corporation's books on the specified record date on each matter upon which the shareholder is entitled to vote. Shareholders shall have no preemptive rights to subscribe to or purchase any shares of common stock or other securities of the Corporation.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: JAMES CRETACCI, 3155 W. Hillsborough Ave., Tampa, Florida 33615.

ARTICLE V - INCORPORATORS

The names and street addresses of the incorporators of these Articles of Incorporation are: JAMES CRETACCI, 12418 Spicer Place, Tampa, Florida 33612 and DAVID B. TOMINUS, 6511-76th Ave., H, Pinellas Park, Florida 34665.

ARTICLE VI - INITIAL DIRECTORS, OFFICERS

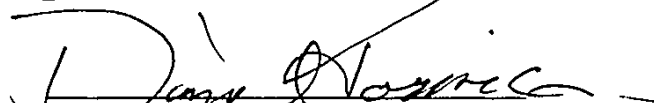
The names and street addresses of the initial directors and officers are: JAMES CRETACCI, 12418 Spicer Place, Tampa, Florida 33612, President and Director; and DAVID B. TOMINUS, 6511-76th Ave., H, Pinellas Park, Florida 34665, Secretary-Treasurer and Director, and the same shall serve as such until their successors are duly elected.

ARTICLE VII - EFFECTIVE DATE OF CORPORATION

The effective date of these Articles of Incorporation shall be September 1, 1997 or such later date as shall be approved by the Florida Department of State, Division of Corporations.

The undersigned incorporators have executed these Articles of Incorporation this 6th day of September, 1997.


James Cretacci, Incorporator


David B. Tominus, Incorporator

This instrument was prepared by Steven L. Tindal, P.C., Attorney at Law, 6508-23rd Ave. Dr. NW, Bradenton, Florida 34209, Tele:(941) 358-8669.

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: AUTO EXTRAS, INC.**
- 2. The name and address of the registered agent and office is:**

**JAMES CRETACCI
3155 W. Hillsborough Ave.
Tampa, Florida 33615**

**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.**


James Cretacci

Dated: 9/6/97

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

FILED
97 SEP 10 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA