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September 23, 1997

Florida Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, FL 32304

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-09/29/97--01152--001

\*\*\*\*105.00 \*\*\*\*\*70.00

Office Use Only

Re: (1) Advanced Auto Center, Inc.  
(2) Newman & Drake Incorporated

Dear Sirs:

Enclosed please find the following:

1. Articles of Dissolution of Advanced Auto Center, Inc.
2. Articles of Incorporation of Newman & Drake Incorporated.
3. Check from my firm account in the amount of \$105.00 representing your fee as follows:

- |   |          |
|---|----------|
| a. Articles of Dissolution<br>for Advanced Auto Center, Inc.    | \$ 35.00 |
| b. Articles of Incorporation for<br>Newman & Drake Incorporated | \$ 35.00 |
| c. Designation and Acceptance by<br>Registered Agent            | \$ 35.00 |

Please file the enclosed documents and return your acknowledgment to my office. Should you have any questions or if I can be of further assistance, please give me a call.

Very truly yours,

*Charles P. Hoskin*  
CHARLES P. HOSKIN

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CPH:sw  
Enclosures  
cc: Mr. Dennis Newman

*Dmc*  
10/3/97

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF INCORPORATION  
OF  
NEWMAN & DRAKE INCORPORATED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 Florida Statutes, the undersigned incorporators hereby adopt the following Articles of Incorporation:

1. The name of the corporation is NEWMAN & DRAKE INCORPORATED.

2. The street address of the initial principal office and mailing address of the corporation are 2301 Navy Boulevard, Pensacola, Florida 32505.

3. The number of shares the corporation is authorized to issue is 10,000.

4. Each shareholder of this corporation shall have the first right to purchase shares (and any securities convertible to shares) of any class, kind, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of shares, and inviting them to exercise their preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the

corporation within thirty (30) days of receipt of notice from the corporation.

5. The street address of the corporation's initial registered office and the name of it's initial registered agent at the office are as follows:

Dennis Newman  
2301 Navy Boulevard  
Pensacola, Florida 32505

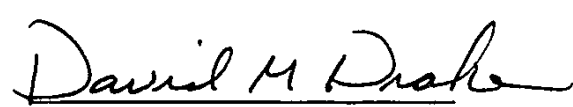
6. The name and address of each incorporator are as follows:

Dennis Newman  
2301 Navy Boulevard  
Pensacola, Florida 32505

David M. Drake  
2301 Navy Boulevard  
Pensacola, Florida 32505

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 23rd day of September, 1997.

  
DENNIS NEWMAN

  
DAVID M. DRAKE

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as Registered Agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida

Statutes.

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DENNIS NEWMAN

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing Acceptance of Appointment as Registered Agent  
was sworn to and subscribed before me this \_\_\_\_ day of  
September, 1997, by DENNIS NEWMAN who is personally known to me  
or who has produced \_\_\_\_\_ as  
identification and who did (did not) take an oath.



NOTARY PUBLIC

Printed Name:

CHARLES P. HOSKIN

"Notary Public-State of Florida"

My Commission Expires May 17, 1999

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