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S. DAVID CHAUNCEY

ATTORNEY AT LAW

POST OFFICE BOX 5864

LAKE WORTH, FLORIDA 33466-5864

October 15, 1997

TELEPHONE 967-3154
AREA CODE 407

LICENSED TO
PRACTICE IN
FLORIDA
AND
ILLINOIS

Division of Corporations
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

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Attention: New Filing Department

RE: AAA AFFORDABLE TRANSMISSIONS, INC.

Dear Sir:

Enclosed for filing are duplicate originals of the Articles of Incorporation for AAA AFFORDABLE TRANSMISSIONS, INC.

In addition is a check in the amount of \$131.25, representing payment of the filing fee, a certified copy of the filed Articles of Incorporation and a certificate of corporate status.

Kindly file the enclosed Articles as soon as possible, and return one copy to this office together with a certificate of corporate status.

If there are any questions concerning this matter, please call the undersigned promptly.

Thank you for your immediate attention to this filing request.

Cordially,

S. David Chauncey
S. DAVID CHAUNCEY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 16 AM 10:43

FILED

SDC:ms
Enclosures (3)

re 10/17/97

ARTICLES OF INCORPORATION
OF
AAA AFFORDABLE TRANSMISSIONS, INC.

FILED
97 OCT 16 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of becoming a corporation for profit under the laws of the State of Florida, do hereby certify that they have become such corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of the corporation is AAA AFFORDABLE TRANSMISSIONS, INC.

ARTICLE II

The nature of the business to be transacted is to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

The capital stock structure of the corporation shall consist of one class of common stock as follows:

The maximum number of shares of stock that the corporation is authorized to have outstanding shall be 100 shares of common, no par value voting stock.

ARTICLE IV

The duration of this corporation shall be perpetual.

ARTICLE V

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

ARTICLE VI

The principal office of this corporation shall be at 7225 Coppitt Key Way, Lake Worth, Florida 33467.

ARTICLE VII

There shall not be less than one nor more than three Directors of this corporation; provided, however, that the number of Directors may be increased in any manner now or hereafter authorized by law.

ARTICLE VIII

The names and post office addresses of the first Directors who shall hold office for the first year of the corporation's existence, or until their successors are elected or appointed and have qualified, are as follows:

ANDREA M. CHAUNCEY, 7225 Coppitt Key Way, Lake Worth, Florida 33467

OCTAVIO C. DELGADO, 3060 Congress Park Drive #616, Lake Worth, Florida
33461

ARTICLE IX

The registered office of this corporation is 917 Hypoluxo Road, Lantana, Florida 33462, and the Registered Agent at the same address is OCTAVIO C. DELGADO.

ARTICLE X

The names and addresses of the persons signing these Articles of Incorporation are:

ANDREA M. CHAUNCEY, 7225 Coppitt Key Way, Lake Worth, Florida 33467

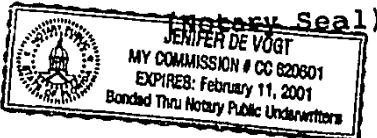
OCTAVIO C. DELGADO, 3060 Congress Park Drive #616, Lake Worth, Florida
33461

IN WITNESS WHEREOF, the undersigned have signed the foregoing Articles of Incorporation, to be filed in the Office of the Secretary of State of the State of Florida, this 14th day of October, 1997.

Andrea M. Chauncey
ANDREA M. CHAUNCEY

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation were acknowledged before me this 14 day of October, 1997, by ANDREA M. CHAUNCEY, who personally appeared before me, who is personally known to me or who has produced Driver's License C 520-013-64-891-0 as identification, and who did not take an oath.



Jenifer De Vocht
Signature of Notary Public
Jenifer De Vocht
Printed Name of Notary
Commission No. #CC620601

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation were acknowledged before me this 14 day of October, 1997, by OCTAVIO C. DELGADO, who personally appeared before me, who is personally known to me or who has produced Driver's License D423-643-64-403-0 as identification, and who did not take an oath.

(Notary Seal)



Jenifer De Vocht
Signature of Notary Public
Jenifer De Vocht
Printed Name of Notary
Commission No. #CC620601

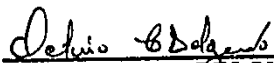
CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

AAA AFFORDABLE TRANSMISSIONS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in Lake Worth, Palm Beach County, State of Florida, has named OCTAVIO C. DELGADO, located at 917 Hypoluxo Road, Lantana, Florida 33462, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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



OCTAVIO C. DELGADO