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MICHAEL J. KRAKAR, ESQ.  
3827 Sanibel Cove  
Oviedo, Florida 32765  
(407) 359-8610

October 16, 1997

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-10/17/97--01061--003  
\*\*\*\*122.50 \*\*\*\*122.50

VIA FEDERAL EXPRESS

Secretary of State  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Auto Performance II, Inc.

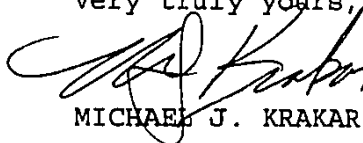
Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 representing the required fees and charges.

Please file these Articles of Incorporation in the usual manner and forward a certified copy of the Articles to the indicated address.

If you have any questions or comments, please do not hesitate to call me. Thank you in advance for your cooperation.

Very truly yours,

  
MICHAEL J. KRAKAR

MJK

Enclosures

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10/20/97

Articles of Incorporation  
of  
AUTO PERFORMANCE II, INC.

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ARTICLE I

Name and Duration

The name of the Corporation is Auto Performance, Inc.. The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the 16th day of October, 1997.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 10938 East Colonial Drive, Orlando, Florida 32817.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 19 East Central Boulevard, in the City of Orlando, County of Orange. The name of the registered agent at such address is Michael J. Krakar.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and

rights granted to and conferred on a corporation by the Florida Business Corporation Act.

#### ARTICLE V

##### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 100.00 shares of Common Stock ("Common Stock"), \$10.00 par value per share.

#### ARTICLE VI

##### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Michael J. Krakar, Esq.	19 East Central Boulevard Orlando, Florida 32801

#### ARTICLE VII

##### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
William R. Fulton	<u>8768 Grandee Drive</u> <u>Orlando, FL 32829</u>
Samuel S. Avola	<u>105 Constable Court</u> <u>Orlando, FL 32828</u>
Michael J. Krakar	<u>3827 Sanibel Cove</u> <u>Oviedo, FL 32765</u>

#### ARTICLE VIII

##### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### ARTICLE IX

##### Preemptive Rights

Every shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds or of any bonds, debentures, or other securities convertible into stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as early as may be done without the issuance of fractional shares) subject to the same terms and at the same price at which such stock is offered to others.

## ARTICLE X

### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

## ARTICLE XI

### Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

## ARTICLE XII

### Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida,  
this 16th day of October, 1997.

AUTO PERFORMANCE II, INC.

By: William R. Fulton  
WILLIAM R. FULTON  
President

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this  
16th day of October, 1997, by WILLIAM R. FULTON of AUTO PERFORMANCE  
II, INC., a Florida corporation, on behalf of the corporation. He  
is personally known to me.

Michelle G. Krakar  
(Notary Signature)

(NOTARY SEAL)

MICHELLE G. KRAKAR

(Notary Name Printed)

NOTARY PUBLIC

Commission No. \_\_\_\_\_



MICHELLE G. KRAKAR  
MY COMMISSION # 00458891 EXPIRES  
October 21, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

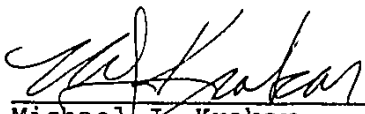
That AUTO PERFORMANCE II, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named Michael J. Krakar, Esq., located at 19 East Central Boulevard, Orlando, Orange County, Florida, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent 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 provision of said statute relative to keeping open said office, and further states he is familiar with §607.0501, Florida Statutes.

AUTO PERFORMANCE II, INC.

By:

  
Michael J. Krakar

DATED:

10/16/97