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FILED
97 OCT 29 AM 12:53
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: CAR CLUBS OF AMERICA, INC.

I enclose an original and 2 copy(ies) of the
Articles of Incorporation for the above corporation and a
check in the amount of \$ 122.50.

From: ROBERT KEITH MILLARD
Name
3948 EAGLE COVE W. DR.
Address
PALM HARBOR, FLORIDA 34685
City State Zip
(813) 789 6986
Telephone Number

~~RECEIVED~~

OCT 30 1997

ARTICLES OF INCORPORATION

OF

CAR CLUBS OF AMERICA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

CAR CLUBS OF AMERICA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3948 EAGLE COVE W. DR.

PALM HARBOR, FLORIDA 34685

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

ROBERT KEITH MILLARD

3948 EAGLE COVE W. DR.

PALM HARBOR, FLORIDA 34685

ARTICLE V INCORPORATOR

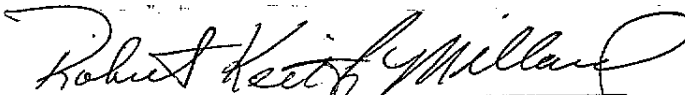
The name and street address of the incorporator to these
Articles of Incorporation is:

ROBERT KEITH MILLARD

3948 EAGLE COVE W. DR.

PALM HARBOR, FLORIDA 34685

The undersigned has executed these Articles of Incorporation
this _____ the 25 day of OCTOBER 1997.



, Incorporator

CERTIFICATE OF DESIGNATION

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:

CAR CLUBS OF AMERICA, INC.

2. The name and address of the registered agent and office is:

ROBERT KEITH MILLARD

3948 EAGLE COVE W. DR.

PALM HARBOR, FLORIDA 34685

Signature:

Robert Keith Millard

Title:

PRESIDENT

Date:

10/25/97

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.

Signature:

Robert Keith Millard

Date:

10-25-97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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