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RAYMOND L. McNISH
2295 FRUITVILLE ROAD
SARASOTA, FL. 34233

OCTOBER 29, 1997

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*****70.00 *****70.00

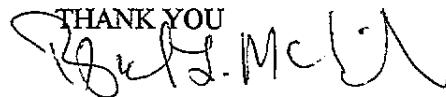
BUREAU OF CORPORATION RECORDS
CHARTER SECTION DIVISION OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FL. 32314

THE ENCLOSED CHECK IS FOR

FILING FEE	\$20.00
REGISTERED AGENT	\$20.00
CHARTER DOCUMENT	\$ 30.00
TOTAL	\$70.00

CHECK# 167

PLEASE RETURN ALL DOCUMENTS TO THIS OFFICE.

THANK YOU

RAYMOND L. McNISH

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

11-13-97
MS

ARTICLES OF INCORPORATION
OF
BROTHER'S TRANSMISSION & AUTO REPAIR INC.

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DIVISION OF CORPORATIONS
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THE UNDERSIGNED , FOR THE PURPOSE OF FORMING A CORPORATION UNDER
THE FLORIDA GENERAL CORPORATION ACT HEREBY ADOPT THE FOLLOWING
ARTICLES OF INCORPORATION:

ARTICLE ONE
NAME

THE NAME OF THE CORPORATION IS: BROTHER'S TRANSMISSION & AUTO REPAIR
INC.

ARTICLE TWO
DURATION

THIS CORPORATION SHALL COMMENCE EXISTENCE AS OF JANUARY 1, 1998.

ARTICLE THREE
PURPOSE

THE CORPORATION MAY TRANSACT ANY AND ALL LAWFUL BUSINESS FOR
WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL
CORPORATION ACT.

ARTICLE FOUR
CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF CAPITAL STOCK THE CORPORATION
HAS AUTHORITY TO ISSUE IS 1,000 SHARES, ALL OF WHICH SHALL BE COMMON
SHARES WITH PAR VALUE OF \$1.00 PER SHARE.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

EACH SHAREHOLDER OF ANY CLASS OF STOCK OF THE CORPORATION SHALL BE ENTITLED TO FULL PREEMPTIVE RIGHTS TO PURCHASE HIS PRO RATA SHARE OF ANY UNISSUED OR TREASURY SHARES OF THE CORPORATION OF THE SAME KIND, CLASS, OR SERIES AS THAT WHICH HE ALREADY HOLDS, AND ANY SECURITIES OF THE CORPORATION CONVERTIBLE INTO OR CARRYING A RIGHT TO SUBSCRIBE TO OR ACQUIRE SHARES OF ANY SUCH UNISSUED OF TREASURY SHARES AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS (WITHOUT THE ISSUANCE OF FRACTIONAL SHARES)

ARTICLE SIX
REGISTERED OFFICE

THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS: 2295 FRUITVILLE ROAD, SARASOTA, FL. 34237, AND THE INITIAL REGISTERED AGENT AT SUCH ADDRESS IS: RAYMOND L. McNISH.

ARTICLE EIGHT
INITIAL STOCK SUBSCRIPTIONS

THE INITIAL SUBSCRIBERS TO THE SHARES OF STOCK OF THIS CORPORATION AND NUMBER OF SHARES TO WHICH THEY HAVE SUBSCRIBED ARE:

RAYMOND L. McNISH
2295 FRUITVILLE ROAD
SARASOTA, FL. 34237
250 SHARES

TERRY W. McNISH
2295 FRUITVILLE ROAD
SARASOTA, FL. 34237
250 SHARES

ARTICLE NINE
MANAGEMENT

THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY THE PRESIDENT
APPOINTED BY THE STOCKHOLDERS OF THE CORPORATION.

ARTICLE TEN
INCORPORATION

THE NAME AND ADDRESS OF THE INCORPORATOR IS: RAYMOND L. McNISH 2295
FRUITVILLE ROAD, SARASOTA, FL. 34237

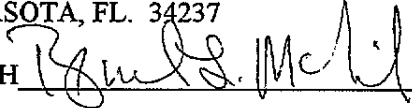
ARTICLE ELEVEN
AMENDMENTS

THE CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY
PROVISION CONTAINED IN THE ARTICLES OF INCORPORATION, OR ANY
AMENDMENT HERETO BUT ONLY BY MAJORITY VOTE OF THE SHAREHOLDERS.

ARTICLE TWELVE
PRINCIPAL OFFICE ADDRESS

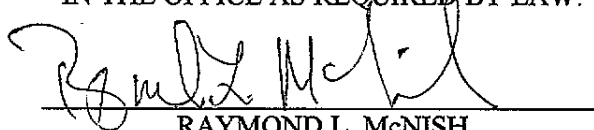
THE MAILING ADDRESS OF THE PRINCIPAL OFFICE IS: 2295 FRUITVILLE ROAD
SARASOTA, FL. 34237

RAYMOND L. McNISH



ACCEPTANCE

I AGREE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS: TO KEEP AN
OFFICE OPEN DURING PRESCRIBED HOURS, TO POST MY NAME(AND ANY OTHER
OFFICERS OF SAID CORPORATION AUTHORIZED TO ACCEPT SERVICE OF PROCESS
AT THE ABOVE FLORIDA DESIGNATED ADDRESS) IN SOME CONSPICUOUS PLACE
IN THE OFFICE AS REQUIRED BY LAW.



RAYMOND L. McNISH
REGISTERED AGENT

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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