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December 1, 1997

Division of Corporations
Department of State
The Capitol
Tallahassee, Florida 32301

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-12/04/97--01077--006
*****70.00 *****70.00

RE: Incorporation of
AUTOMOTIVE SALES, ADVERTISING, AND PROFITABILITY, INC.

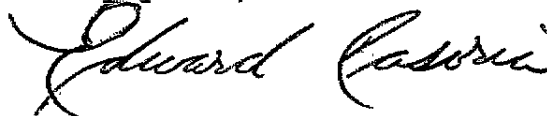
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and the Acceptance of Designation as Registered Agent for the above corporation and a check in the amount of \$70.00 to cover the filing fees.

Please furnish me with the assigned charter number at your earliest convenience.

Your assistance in this matter is appreciated.

Sincerely yours,



Edward Casoria, Jr.

EC/hb
Enclosures

FILED
97 DEC -4 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Facsimile (407) 645-3224

me 12/8/97

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97 DEC -4 AM 8:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AUTOMOTIVE SALES, ADVERTISING, AND PROFITABILITY, INC.

ARTICLE I - NAME

The name of this corporation is AUTOMOTIVE SALES, ADVERTISING, AND PROFITABILITY, INC., and the principal office or mailing address of the corporation is 1820 Pleasant Hill Road, Kissimmee, FL 34746.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of 1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1820 Pleasant Hill Road, Kissimmee, FL 34746, and the name of the initial registered agent of this corporation at that address is GREG DONAHUE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than one Director nor more than five. The name and address of each member of the initial Board of Directors of the corporation are:

GREG DONAHUE
1820 Pleasant Hill Road, Kissimmee, FL 34746

ARTICLE VIII - INCORPORATORS

The name and address of each Incorporator signing these articles are:

GREG DONAHUE
1820 Pleasant Hill Road, Kissimmee, FL 34746

ARTICLE IX - INDEMNIFICATION


The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors,

and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 29th day of November, 1997.


GREG DONAHUE

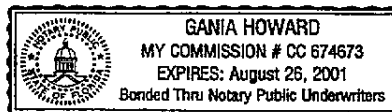
STATE OF FLORIDA

COUNTY OF

The foregoing instrument was acknowledged before me this ___ day of November, 1997, by GREG DONAHUE, who is personally known to me or who has produced FL DL LIC as identification.

Notary Public 

.....
My Commission Expires:
My Commission No.:



CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida
Statutes, the following is submitted:

FIRST, that AUTOMOTIVE SALES, ADVERTISING, AND
PROFITABILITY, INC., desiring to organize or qualify under the
laws of the State of Florida, with its principal place of
business at 1820 Pleasant Hill Road, Kissimmee, FL 34746, has
named GREG DONAHUE, located at 1820 Pleasant Hill Road,
Kissimmee, FL 34746, as its agent to accept service of process
within Florida.

SECOND, having been named to accept service of process for
the above-named corporation, at the place designated in this
Certificate, the undersigned agrees to act in this capacity, and
agrees to comply with the provisions of Florida law relative to
keeping the designated office open.

DATED: 11/29/97


GREG DONAHUE
Registered Agent

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97 DEC -4 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA