



THE UNITED STATES
CORPORATION
COMPANY

P97000105818

ACCOUNT NO. : 072100000032

REFERENCE : 633145 90591A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 12, 1997

ORDER TIME : 10:37 AM

ORDER NO. : 633145-005

CUSTOMER NO: 90591A

CUSTOMER: Roma Molinaro, Legal Asst
MICHAEL KAHN, P.A.

482 N. Harbor City Boulevard

Melbourne, FL 32935

200002370522--9
-12/12/97--01041--007
*****70.00 *****70.00

DOMESTIC FILING

NAME: ~~ABC AUTO, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

2544.
W97-27806

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 12 AM 8:33

12/17/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 12 AM 8:33

December 12, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: ABC AUTO, INC.
Ref. Number: W97000027806

RESUBMIT
Please give original
submission date as file date.

We have received your document for ABC AUTO, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 297A00058584

RECEIVED
97 DEC 16 PM 3:31
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

ABC AUTO OF BREVARD, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 12 AM 8:33

I, THE UNDERSIGNED, do hereby execute these Articles of Incorporation for the purposes of forming and becoming a corporation for profit under the Florida General Corporation Act, and do hereby certify that I have become such a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is ABC AUTO OF BREVARD, INC.

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

The general purpose for which the Corporation is organized is any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes (1989).

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of capital stock with a par value of one dollar (\$1.00) per share. These shall be designated "Common Shares". The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of at least one (1) member.

The name and address of the first Board of Directors is:

Michael E. Waterman
6959 West Nasa Blvd.
West Melbourne, Florida 32904

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 6959 W. Nasa Blvd., West Melbourne, Florida 32904 and the name of the initial registered agent of this corporation is Michael E. Waterman.


ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator, who is signing these Articles is:

Michael E. Waterman
6959 W. Nasa Blvd
West Melbourne, Florida 32904

IN WITNESS WHEREOF, the undersigned incorporator has made,

subscribed and acknowledged these Articles of Incorporation on this
5 day of December, 1997.



Michael E. Waterman

STATE OF FLORIDA
COUNTY OF BREVARD

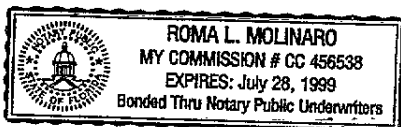
BEFORE ME, the undersigned authority, this day personally
appeared, Michael E. Waterman, to me well known and known to me to
be the person described in and who executed the foregoing Articles
of Incorporation, and he acknowledged, before me, that he executed
the same and subscribed to the same for the purpose therein
expressed.

WITNESS my hand and official seal at Melbourne, Brevard
County, Florida, this 5th day of December, 1997.

(Notarial Seal)



Notary Public, State of Florida

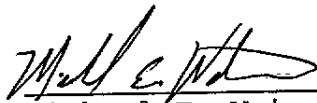


CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

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

FIRST, that ABC Auto of ^{Brevard, Inc.} a Florida Corporation qualified to do business under the laws of this State, with its principal office at 6959 W. Nasa Blvd., West Melbourne, Florida 32904 appointed Michael E. Waterman as its agent to accept service of process within the State.

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby comply with the provisions of said Act relative to keeping open said office.



Michael E. Waterman
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 12 AM 8:33