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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
(850) 922-4001

FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212) 431-5000
(212) 431-1441

FAX #:

NAME: AUTO INTERIORS BY VEST, INC.

AUDIT NUMBER.....H97000021315

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

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ARTICLES OF INCORPORATION
OF
AUTO INTERIORS by VEST, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is AUTO INTERIORS by VEST, INC.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 3160 46th Avenue North, St. Petersburg, FL 33714 and the name of its initial registered agent at such address is Reginald C. Vest.
6. The number of directors constituting the initial board of directors is two and the name and address of each person who is to serve as a member thereof is as follows:

Reginald C. Vest, 3160 46th Avenue North, St. Petersburg, FL 33714 and
Nancy Vest, 3160 46th Avenue North, St. Petersburg, FL 33714
7. The name and address of the sole incorporator is: Robert Aratingi, c/o BlumbergExcelsior Corporate Services, Inc., 62 White Street, 2nd Floor, New York, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 12/30/97

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000


ROBERT ARATINGI
Sole Incorporator

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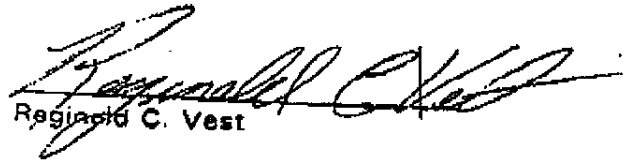
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of AUTO INTERIORS by VEST, INC., the within named corporation.

Dated:


Raymond C. Vest

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000

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