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4/16/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.  
CONTACT: PAM FRIEDMAN  
PHONE: (305)358-2571

ACCT#: 070744001530  
FAX #: (305)358-7832

NAME: AUTOCHANGE CORP.

AUDIT NUMBER.....H98000007225

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
AUTOCHANGE CORP.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is:  
AUTOCHANGE CORP.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that the corporation is authorized to issue is 1000 shares of common stock at \$0.10 par value.

ARTICLE IV

The amount of capital with which the corporation will begin business is the sum of \$100.00.

ARTICLE V

The corporation will have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The street address of the principal office of the corporation in this State shall be:  
415 South Federal Highway  
Dania, Florida 33004

Prepared By: Brian M. Berman  
415 South Federal Highway  
Dania, Florida 33004

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ARTICLE VII

The corporation shall have one Director initially.  
The number of Directors may be either increased or diminished  
from time to time by the By-Laws but shall never be less  
than one. The name of the initial Director of the Corporation  
is:

MURRAY M. GOODMAN

415 South Federal Highway  
Dania, Florida 33004

ARTICLE VIII

The name and address of the person signing these Articles  
of Incorporation is:

MURRAY M. GOODMAN

415 South Federal Highway  
Dania, Florida 33004

ARTICLE IX

The Registered Agent of the Corporation shall be  
MURRAY M. GOODMAN, whose address within the State is as follows:

415 South Federal Highway, Dania, Florida 33004

ARTICLE X

The Registered Office of the Corporation shall be:

415 South Federal Highway, Dania, Florida 33004

IN WITNESS WHEREOF, these Articles of Incorporation  
have been executed this 16 day of April, 1998.

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TALLAHASSEE, FLORIDA

  
MURRAY M. GOODMAN

Having been named Registered Agent for the above stated  
Corporation, I hereby agree to accept the appointment.

  
MURRAY M. GOODMAN

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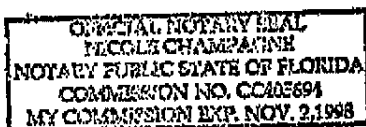
STATE OF FLORIDA )  
 )  
 ) SS  
COUNTY OF BROWARD )

I HEREBY CERTIFY that MURRAY M. GOODMAN, to me personally known, this day acknowledged before me that he executed the foregoing Articles of Incorporation, and I FURTHER CERTIFY that the said person making the said acknowledgment to be the individual described in and who executed the said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the said County and State, this 16 day of April, 1998.

*Nicole Champagne*  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:



Identification of Murray M. Goodman:

FL. DRIVER's License # 6355 553 25 163

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