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LAW OFFICES

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CHARTERED

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MAILING ADDRESS:
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FORT PIERCE, FL 34954
TELEPHONE (561) 464-8200
FAX (561) 464-2566

April 24, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

400002501874--4
-04/27/98--01138--001
*****70.00 *****70.00

Re: Auto Element, Inc.

Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation for Auto Element, Inc., together with our check in the amount of \$70.00 for the filing fee.

Please return a "filed" copy of the articles to this office with your receipt for the filing fee. A return envelope is enclosed for your convenience.

Very truly yours,

Renee C. Marquis

Renee C. Marquis

RCM/bjc

Enclosures

cc: Ariel B. Paxson

FILED
98 APR 27 PM 3:06
CLERK OF STATE
TALLAHASSEE, FLORIDA

R. GRESSER

APR 28 1998

**ARTICLES OF INCORPORATION
OF
Auto Element, Inc.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be: Auto Element, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

732 Northwest Buck Hendry Way
Stuart, Florida 34994

**ARTICLE III
SHARES**

The number of shares that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having no par value per share.

**ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Ariel B. Paxson
732 Northwest Buck Hendry Way
Stuart, Florida 34994

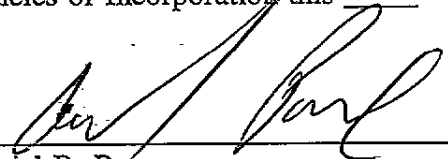
**ARTICLE V
INCORPORATOR**

The name and street address of the sole incorporator to these Articles of Incorporation is:

Ariel B. Paxson
732 Northwest Buck Hendry Way
Stuart, Florida 34994

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation this
day of 4/21 1998


Ariel B. Paxson

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Auto Element, Inc.

2. The name and address of the registered agent and office is:

Ariel B. Paxson

(Name)

732 Northwest Buck Hendry Way

(P.O. Box not acceptable)

Stuart, Florida 34994

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

4-21-98

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL