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NAME: YOUNGER AUTOMOTIVE, INC.

AUDIT NUMBER.....H98000010145

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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ARTICLES OF INCORPORATION
OF
YOUNGER AUTOMOTIVE, INC.

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

Younger Automotive, Inc.

SECOND: The initial principal office or mailing address of the Corporation is:

24410 Woodsage Drive
Bonita Springs, Florida 34134

THIRD: The aggregate number of shares that the Corporation is authorized to issue is TEN THOUSAND (10,000) shares of common stock, and the par value of each such share shall be ONE CENT (\$.01). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

c/o Cummings & Lockwood
3001 Tamiami Trail North
Naples, Florida 34103

and the name of the Corporation's initial registered agent at such address is:

Charles R. Gehrke, Esq.

FIFTH: The name and address of the sole incorporator of the Corporation are:

Charles R. Gehrke, Esq.
3001 Tamiami Trail North
Naples, Florida 34103

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be either increased or decreased from time

Prepared by Aaron A. Farmer, Esq.
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Florida Bar No. 0995053

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to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the person to serve as director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is as follows:

Robert Ted Younger, Director
24410 Woodsage Drive
Bonita Springs, Florida 34134

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 26 day of May, 1998.



Charles R. Gehrke, Esq., Incorporator

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H98000010145

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

1. The name of the corporation is: Younger Automotive, Inc.
2. The name and address of the registered agent and office is:

Charles R. Gehrke, Esq.
3001 Tamiami Trail North
Naples, Florida 34103

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.

Dated: May 26, 1998


Charles R. Gehrke, Esq.
Initial Registered Agent

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