



PO8000055282

June 16, 1998

VIA FEDERAL EXPRESS

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

900002564189--6  
-06/18/98-01052-015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed please find the following items connected with the incorporation of the corporation named in the enclosed documents:

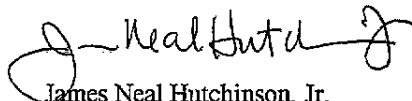
- (a) Two executed copies of Articles of Incorporation.
- (b) Check for \$78.75 to cover the following fees:

|                                 |         |
|---------------------------------|---------|
| Filing Fee                      | \$35.00 |
| Designation of Registered Agent | \$35.00 |
| Certificate of Status           | \$ 8.75 |

Please date stamp one copy of the Articles of Incorporation showing the date of filing and return the stamped copy to the undersigned. Please also return a Certificate of Status for the corporation to the undersigned.

Thank you for your cooperation.

Very truly yours,

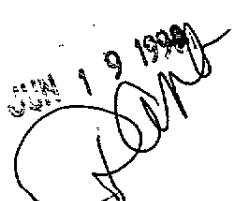
  
James Neal Hutchinson, Jr.  
Vice President and Corporate Counsel

JNH:lja

FILED  
98 JUN 18 AM 9:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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5200 S. Washington Ave. • Titusville, FL 32780  
407-269-0834 • FAX 407-264-0376  
NASDAQ-(SMCH)

19 1998  


ARTICLES OF INCORPORATION  
OF  
FIRST CHOICE AUTO SERVICES, INC.

FILED  
98 JUN 18 AM 9:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I

Name and Address

The name of the Corporation shall be First Choice Auto Services, Inc.. The street address of the initial principal office of the Corporation shall be 5200 S. Washington Avenue, Titusville, Florida 32780.

ARTICLE II

Shares

The Corporation is authorized to issue 1,000 shares of Common Stock, \$.01 par value.

ARTICLE III

Incorporator

The name and address of the incorporator of the Corporation is James Neal Hutchinson, Jr.

ARTICLE IV

Registered Office and Registered Agent

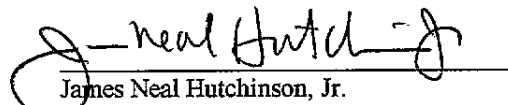
The street address of the initial registered office of the Corporation shall be 5200 South Washington Avenue, Titusville, Florida 32780. The name of the initial registered agent of the Corporation at that address shall be James Neal Hutchinson, Jr.

ARTICLE V

Initial Directors

The initial member of the Board of Directors of the Corporation shall be Gary R. Smith.

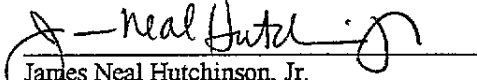
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16<sup>th</sup> day of June, 1998.

  
James Neal Hutchinson, Jr.  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been designated registered agent for First Choice Auto Services, Inc., a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 16<sup>th</sup> day of June, 1998.

  
James Neal Hutchinson, Jr.  
Registered Agent