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June 23, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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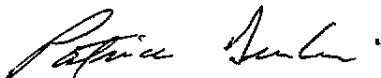
RE: Judah Automotive, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above name corporation.

Sincerely,



Patrice Durbin
Judah Automotive, Inc.
P.O. Box 242
Eagle Lake, FL 33839

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 25 PM 3:20

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ARTICLES OF INCORPORATION

of

JUDAH AUTOMOTIVE, INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

JUDAH AUTOMOTIVE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
279 EAGLE LAKE LOOP ROAD		
CITY	WINTER HAVEN,	FLORIDA
		ZIP 33880
Mailing address, if different		
STREET ADDRESS		
P.O. BOX 242		
CITY	EAGLE LAKE	FLORIDA
		ZIP 33839

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	PATRICE DURBIN		
ADDRESS	279 EAGLE LAKE LOOP ROAD		
CITY	WINTER HAVEN	FLORIDA	ZIP 33880

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	PATRICE DURBIN		
ADDRESS	279 EAGLE LAKE LOOP ROAD		
CITY	WINTER HAVEN,	STATE	FLORIDA
		ZIP	33880
NAME			
ADDRESS			
CITY		STATE	
		ZIP	
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	PATRICE DURBIN		
ADDRESS	279 EAGLE LAKE LOOP ROAD		
CITY	WINTER HAVEN	STATE	FLORIDA
		ZIP	33880
NAME			
ADDRESS			
CITY		STATE	
		ZIP	
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

The undersigned incorporator(s) have executed these Articles of Incorporation this twenty-second (22nd) day of June, 19 98.

Patrice Durbin (Signature)

____ (Signature)

____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

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JUDAH AUTOMOTIVE, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation


at 279 EAGLE LAKE LOOP ROAD

WINTER HAVEN, FL 33880

has named _____

located at the aforesaid address, as its registered agent to accept service of process within this state.

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)

6/23/98
(Date)