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³ ALSO MEMBER OF NEW YORK & TEXAS BAR

June 26, 1998

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

900002574499--7
-06/29/98--01045--007
****122.50 ****122.50

Re: AUTOMOTIVE PROFITS & PROMOTIONS, INC.

Dear Sir or Madam:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated.

Sincerely,

Carol L. Borglum

Carol L. Borglum
Secretary to Martin F. Stamp

\cb
Enclosure

P. Hall

JUL - 1 1998

(3)

FILED
JUN 29 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AUTOMOTIVE PROFITS & PROMOTIONS, INC.**

FILED

98 JUN 29 AM 9:06

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of this corporation is AUTOMOTIVE PROFITS & PROMOTIONS, INC. and its principal place of business and mailing address is 521 LAKE CATHERINE DRIVE, MAITLAND, FLORIDA 32751.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$1.00 per share.

**ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 940 HIGHLAND AVENUE, ORLANDO, FLORIDA 32803 and the name of the initial registered agent of this corporation at that address is MARK L. ORNSTEIN.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is:

MARK L. ORNSTEIN
940 HIGHLAND AVENUE
ORLANDO, FLORIDA 32803

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

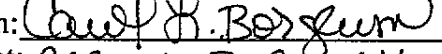
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of June, 1998.


MARK L. ORNSTEIN, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24th day of June, 1998, by MARK L. ORNSTEIN, who is personally known to me or who has produced _____ as identification and who did take an oath.

NOTARY PUBLIC:

Sign: 
Print: CAROL L. BORGLUM

State of Florida at Large
My Commission Expires:

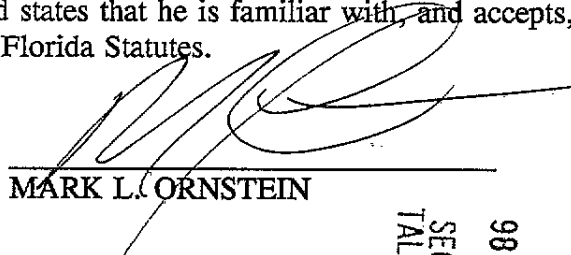
Commission No. _____



Carol L. Borglum
My Commission: CC628066
Expires March 09, 2001

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for AUTOMOTIVE PROFITS & PROMOTIONS, INC. hereby accepts such appointment this 24th day of June, 1998, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.


MARK L. ORNSTEIN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA