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LAW OFFICE OF  
CHARLES J. DORFMAN

6556 SOUTH U.S. HIGHWAY ONE  
PORT SAINT LUCIE, FLORIDA 34952-9031

CHARLES J. DORFMAN  
LEGAL ASSISTANT  
NANCY GALAN

E-MAIL:

AREA CODE (561)  
878-2150 • 466-4600  
FACSIMILE 466-4824

July 13, 1998

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

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-07/15/98-01007-002  
\*\*\*122.50 \*\*\*122.50

ATTENTION: Becky

Re: INCORPORATION OF AUTO RESCUE, INC.

Dear Becky:

Per your telephone conference this morning with my legal assistant, Nancy, enclosed herewith is the original Articles of Incorporation for Auto Rescue, Inc. The articles include a designation and acceptance of Registered Agent.

Also enclosed is check no. 11791 for the following fees:

- a) \$35.00 for filing Articles of Incorporation;
- b) \$35.00 for Designation and Acceptance of Registered Agent; and
- c) \$52.50 for a certified copy of the documents.

Please return the certified copy of the documents in the enclosed self-addressed, stamped envelope.

If you have any questions, please do not hesitate to call my office.

98 JUL 15 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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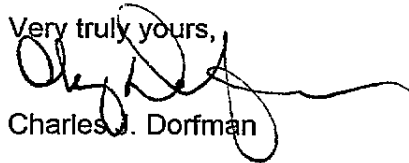
July 13, 1998

Page Two of Two

Re: Incorporation of Auto Rescue, Inc.

Thank you very much.

Very truly yours,

A handwritten signature in black ink, appearing to read "Charles J. Dorfman", with a long, sweeping horizontal line extending to the right.

Charles J. Dorfman

CJD:nj

cc: client

Enclosures

c:\winword\nj\Articles

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98 JUL 15 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
AUTO RESCUE, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being natural persons, do hereby act as Incorporators in adopting and filing the following ARTICLES OF INCORPORATION for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the corporation ("Corporation") is **AUTO RESCUE, INC.**

**ARTICLE II**

The existence of the Corporation shall begin on the day these ARTICLES of INCORPORATION are filed with the Department of State.

**ARTICLE III**

The street address of the principal office (place of business) and mailing address of the Corporation is 3362 South U.S. Highway One, Fort Pierce, Florida 34982.

**ARTICLE IV**

The maximum number of shares this Corporation is authorized to issue is 5,000, all of which shall be Common Shares, no par value. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. There shall be imprinted on each share certificate a restriction limiting ownership or transfer only as the Shareholders Agreement provides, or to the original Incorporators, or to the Corporation.

**ARTICLE V**

The initial street address of the Corporation's registered office is 3362 South U.S. Highway One, Fort Pierce, Florida 34982. The initial registered agent for the Corporation at that address is Daniel B. Kinser.

**ARTICLE VI**

The initial board of directors shall consist of two members. The name and address of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
DANIEL B. KINSER	3362 SOUTH U.S. HIGHWAY ONE FORT PIERCE, FLORIDA 34982

GENE LLOYD WATTS

142 SE ENTRADA AVENUE  
PORT ST. LUCIE, FL 34952

A quorum shall consist of a majority of the whole board, and never less than two directors.

ARTICLE VII

The name and street address of the persons signing these ARTICLES OF INCORPORATION (Incorporators) are:

Name

Address

DANIEL B. KINSER

3362 SOUTH U.S. HIGHWAY ONE  
FORT PIERCE, FLORIDA 34982

GENE LLOYD WATTS

142 SE ENTRADA AVENUE  
PORT ST. LUCIE, FL 34952

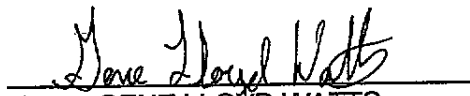
ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these ARTICLES OF INCORPORATION this 13 day of JULY, 1998.



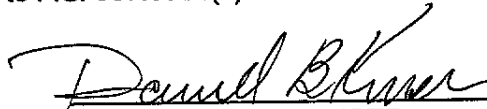
Name: DANIEL B. KINSER



Name: GENE LLOYD WATTS

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for AUTO RESCUE, INC., at the place designated in the ARTICLES OF INCORPORATION, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Name: DANIEL B. KINSER

Date: 7/13/98

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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