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August 24, 1998

Secretary of State  
Corporate Division  
P. O. Box 6327  
Tallahassee, FL 32324

EFFECTIVE DATE  
8-24-98

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-08/26/98--01034--016  
\*\*\*\*122.50 \*\*\*\*122.50

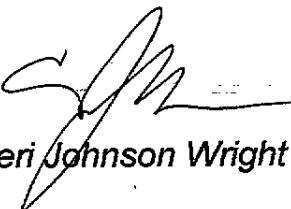
RE: J M AUTO CARE, INC, A Florida for Profit Corporation

Dear Sirs:

Please find enclosed the original and one copy of the Articles of Incorporation of J M AUTO CARE, INC., a Florida for Profit Corporation. I would appreciate it if you would return one certified copy to this office. My Firm's check in the amount of \$122.50 is enclosed for the filing fees.

Thank you in advance for your assistance.

Yours very truly,

  
Cheri Johnson Wright

CJW  
Enclosures

APPROVED  
AND  
FILED  
98 AUG 26 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK AUG 28 1998

APPROVED  
AND  
FILED

**ARTICLES OF INCORPORATION  
OF**

00 AUG 26 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**J M AUTO CARE, INC.,  
A FLORIDA FOR PROFIT CORPORATION**

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The undersigned natural person(s) competent to contract, hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

EFFECTIVE DATE  
8.24.98

**ARTICLE I - NAME**

The name of this corporation shall be J M AUTO CARE, INC., A Florida For Profit Corporation.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of this Corporation is to be: 2109 GARY ROAD, AUBURNDALE, FL 33823. The Board of Directors may, from time to time, designate such other address and place for the principal office of this Corporation as it may see fit.

**ARTICLE III - PURPOSE**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such act.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be ONE THOUSAND (1000) shares of common stock with a par value of One Cent and no Dollars (\$.01) per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable.

**ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this corporation shall be located at 2109 GARY ROAD,

AUBURNDALE, FLORIDA 33823, and the initial registered agent of this corporation at such office shall be TRENA L. McCLAIN. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

#### ARTICLE V - TERMS OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these articles.

#### ARTICLE VI - BOARD OF DIRECTORS

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1), nor more than twenty (20), the number of the same to be fixed from time to time by the Stockholders or by the Corporate By-laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States, as provided by the corporate laws of the State of Florida. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and addresses of the members of the initial Board of Directors and officers, who, subject to these Articles of Incorporation, the By-laws of this Corporation, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until his or her successor has been duly elected and qualified, or upon their death, resignation or expiration of their term of office, and their successors have been duly elected and qualified thereafter are:

NAME	ADDRESS	POSITION
JOHN L. McCLAIN, JR.	2109 GARY ROAD, AUBURNDALE, FL 33823	PRESIDENT & DIRECTOR
TRENA L. McCLAIN	2109 GARY ROAD, AUBURNDALE, FL 33823	SECRETARY, TREASURER & DIRECTOR

#### ARTICLE VIII - BY-LAWS

The power to adopt by-laws of this corporation, to alter, amend, or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

#### ARTICLE IX - SPECIAL PROVISION

The following special provisions, power, privileges, and limitations shall be applicable to and govern this Corporation.

2 The Board of Directors shall be elected annually by the stockholders at their Annual Meeting,  
3 or at a special meeting held for stockholders at their Annual Meeting, or at a special meeting held for  
4 that purpose. All vacancies in the Board shall be filled by the stockholders.

5 The stockholders shall have power by resolution to appoint an Executive Committee of not  
6 less than two (2) of their number, or any officer or agent, with the power to sub-delegate, who, to the  
7 extent provided for in the Resolution, or in the By-laws of this Corporation, shall have and may  
8 exercise the powers of the Board of Directors in the management of the affairs and property of this  
9 Corporation, and the exercise of the Corporation powers.

10 This Corporation is authorized to have a President and Treasurer and Secretary and such  
11 other officers as the Board may provide. Only the President need be a Director. Any person may hold  
12 two or more offices. Officers need not be stockholders. Officers, other than Directors, shall be elected  
13 by the Directors at the first meeting next after the Annual Meeting of Stockholders, or as soon  
14 thereafter as may be practicable. Each officer and each Director shall hold office until his successor  
15 shall be elected and qualified. The duties, powers, and functions of the officers and Board of Directors  
16 shall be such as usually devolve upon such officers, unless otherwise prescribed by the By-laws.

17 Members of the Board of Directors or stockholders may participate in a meeting of such or  
18 of stockholders by means of a conference, telephone or similar communications equipment by means  
19 of which all persons participating in the meeting can hear each other at the same time. Participating  
20 by such means shall constitute presence in person at a meeting.

#### 21 22 **ARTICLE X - AMENDMENT**

23 This Corporation reserves the right to amend, alter, change, or repeal any provisions  
24 contained in these Articles of Incorporation, or any amendment to them, in the manner now or  
25 hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to  
26 this reservation.

#### 27 **ARTICLE XI - INCORPORATOR**

28 The name(s) and street address(es) of the Incorporator, making these Articles of Incorporation  
29 is (are): **NAME** **ADDRESS**

30 TRENA L. McCLAIN 2109 GARY ROAD, AUBURNDALE, FL 33823

31 The original Incorporator of this corporation may sell, exchange, assign or transfer all of the  
32 stock subscribed for in these Articles of Incorporation, and deliver these Articles of Incorporation,  
33 together with the good will and corporate franchises of this corporation to the transferees or assignees;  
34 and in such event, the office and term for each Director(s) designated in this certificate to be held or  
35 exercised as originally named shall thereupon expire and a new election shall be called and held by  
36 the transferees for the election of new directors to hold office until their successors are elected and  
37 qualify thereafter in due course from time to time.

2 IN WITNESS WHEREOF, the undersigned incorporator has executed, acknowledged and  
3 filed the foregoing Articles of Incorporation under the laws of the State of Florida, for the uses and  
4 purposes herein stated, this 24 day of AUGUST, 1998.

5  
6  
7 Trena L. McClain  
8 Trena L. McClain, Incorporator  
9

10 STATE OF FLORIDA

COUNTY OF POLK

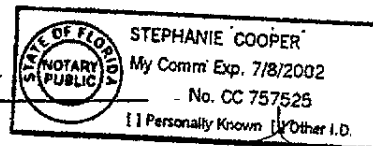
11 The foregoing Articles of Incorporation were acknowledged before me this 24 day of  
12 August, 1998, by TRENA L. McCLAIN, who is personally known to me or who has produced  
13 Florida as identification, and who did take an oath, and who executed the foregoing Articles of  
14 Incorporation in my presence, he acknowledged before me that he executed these Articles of  
15 Incorporation on the 24 day of AUGUST, 1998.

16 sign: [Signature]

17  
18 print: Stephanie Cooper

19 Notary Public

20 My Commission Expires:



26 **ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

27 The undersigned, TRENA L. McCLAIN, having been named as registered agent to accept  
28 service of process for the above-named corporation, at the registered office designated in the Articles  
29 of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with,  
30 and accepts the duties and obligations of, Section 607.0505, Florida Statutes.

31 Trena L. McClain  
32 TRENA L. McCLAIN, REGISTERED AGENT  
33

34 Aug 24, 1998  
35 DATE  
36

37 Articles of Incorporation\JM AUTO CARE.wpd  
38

98 AUG 26 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
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FILED