

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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EFFECTIVE DATE

09-03-98

Auto-Pak, Inc.

Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

Cert. Copy _____

____ Photo Copy _____

Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

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DIVISION OF CORPORATIONS

R. Purinton SEP 4 1998

Signature _____

Requested by:

Name

Date

Time

LS 8/4/98 9:33

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION
OF
AUTO-PAK, INC.

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I, the undersigned, hereby organize for the purposes of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporations for profit.

ARTICLE I - NAME

The name of the Corporation will be:

AUTO-PAK, INC.

EFFECTIVE DATE
09-03-98

ARTICLE II - DURATION

This Corporation will exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which should be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

1346 TURKEY TRAIL
LAKELAND, FL 33810

The name of the initial registered agent of this Corporation at that address is:

GARY E. HANOLD

ARTICLE VI

This Corporation will have three (3) directors initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it will never be less than one.

ARTICLE VII

The names and street addresses of the members of the first Board of Directors are as follows:

GARY E. HANOLD, 1346 TURKEY TRAIL, LAKELAND, FL 33810
BOBBY G. CLINE, 2727 W. BELLAVISTA, LAKELAND, FL 33809
ROBERT PORTER, 748 BRYSON LOOP, LAKELAND, FL 33809

ARTICLE VIII - INCORPORATORS

The names and addresses of the initial subscribers signing these Articles are as follows:

GARY E. HANOLD, 1346 TURKEY TRAIL, LAKE LAND, FL 33810

ARTICLE IX - BYLAWS

The powers to adopt, alter, amend or repeal bylaws will be vested in the Board of Directors and the Shareholders.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation will be issued initially to the following persons in the amounts set opposite their names:

GARY E. HANOLD, 100 Shares
BOBBY G. CLINE, 100 Shares
ROBERT PORTER, 100 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold will be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XI - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XIII - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provision and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF I have hereunto subscribed my name and affixed my seal to these Articles of Incorporation, on this 3rd day of September, 1998.



GARY E. HANOLD

STATE OF FLORIDA

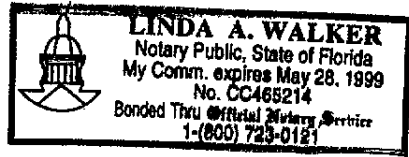
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared GARY E. HANOLD, who, being first duly sworn, deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purpose therein expressed.

WITNESS my hand and official seal in the above named Court and State this 3rd day of September, 1998.

Linda A. Walker
NOTARY PUBLIC
LINDA A. WALKER

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted.

AUTO-PAK, INC.

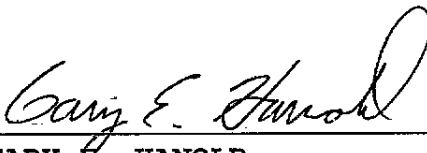
desiring to organize under the laws of the State of Florida with
its principal office as indicated in the articles of Incorporation
at 1346 Turkey Trail, Lakeland, FL 33810, Polk County, has named

GARY E. HANOLD

at that address, as its agent to accept service of process within
this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated Corporation, at the place designated in this certificate, I
hereby agree to act in this capacity and agree to comply with the
provision of said Act relative to keeping open said office.


GARY E. HANOLD

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