

P98000082311

SIESKY, PILON & WOOD

a partnership of professional associations

ATTORNEYS AT LAW

JAMES A. PILON, P.A.
Board Certified Real Estate Attorney
JAMES H. SIESKY, P.A.
DOUGLAS A. WOOD, P.A.
RICHARD S. ANNUNZIATA

SUITE 201, THE FAIRWAY BUILDING
1000 TAMiami TRAIL NORTH
NAPLES, FLORIDA 34102

September 16, 1998

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

000002644920--7
-09/21/98--01112--003
****122.50 ****122.50

Re: Dealers Emergency Response Team, Inc.

Ladies:

Enclosed please find the Articles of Incorporation for the above-referenced corporation. After filing, please return a certified copy of the Articles to this office.

Our check in the amount of \$122.50 is enclosed to cover the filing fee and cost of the certified copy.

Thank you for your kind assistance in this matter.

Sincerely,

SIESKY, PILON & WOOD

James A. Pilon

James A. Pilon

Dmc
9/23/98

JAP/pra
Enclosures

FILED
98 SEP 21 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

\\FA\PPS\WP51\FORMS\CORPORAT\SECSTDEALER

(7)

ARTICLES OF INCORPORATION
OF
DEALERS EMERGENCY RESPONSE TEAM, INC.

FILED
98 SEP 21 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation,
a natural person competent to contract, hereby subscribes to and
forms a corporation for profit under the laws of the State of
Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation shall be:

Dealers Emergency Response Team, Inc.

ARTICLE II

DURATION

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

ARTICLE III

INITIAL PRINCIPAL OFFICE

The initial principal office of this corporation shall be
located at 4704 Golden Gate Parkway, Naples, Florida 34116.

ARTICLE IV

PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated "common shares". The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and regulations issued thereunder. Such actions as are necessary will be taken by the officers of this corporation to accomplish this compliance. This corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share thereof

(as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4704 Golden Gate Parkway, Naples, FL 34116, and the name of the initial registered agent of the corporation at that address is Wayne C. Ashley. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (1). The names and street addresses of the initial directors are:

Wayne C. Ashley, 4704 Golden Gate Parkway, Naples, FL 34116

A. Thomas Ellis, 4704 Golden Gate Parkway, Naples, FL 34116

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is:

Wayne C. Ashley, 4704 Golden Gate Parkway, Naples, FL 34116

ARTICLE X

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XI

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 shareholders, except the Preemptive Rights created in Article VI, is subject to this reservation.

ARTICLE XII

S ELECTION

The Corporation elects to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1372, Internal Revenue Code, and the proper officers of the

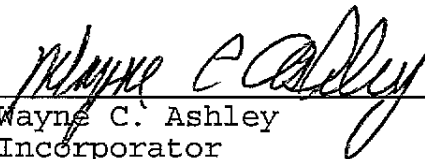
amendment hereto, and any right conferred upon the shareholders, except the Preemptive Rights created in Article VI, is subject to this reservation.

ARTICLE XII

S ELECTION

The Corporation elects to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1372, Internal Revenue Code, and the proper officers of the corporation are authorized and directed to evidence such election by completing and filing Form 2553 of the United States Treasury Department, Internal Revenue Service.

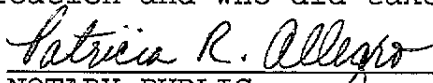
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 16 day of September, 1998.


Wayne C. Ashley
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 16th day of September, 1998, by Wayne C. Ashley, who is personally known to me or who has produced Driver's License (type of identification) as identification and who did take an oath.

(SEAL)


NOTARY PUBLIC
My Commission Expires:
Commission No:



Patricia R. Allegro
MY COMMISSION # CC714038 EXPIRES
February 5, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

PATRICIA R. ALLEGRO
Typed or Printed Name of Notary

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

FILED

98 SEP 21 PM 1:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

THAT, Dealers Emergency Response Team, Inc., desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the Articles of Incorporation in the City
of Naples, County of Collier, State of Florida, has named Wayne C.
Ashley, 4704 Golden Gate Parkway, Naples, FL 34116 located at City
of Naples, County of Collier, State of Florida, as its agent to
accept service of process within this state.

ACKNOWLEDGMENT

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

By: 

Wayne C. Ashley