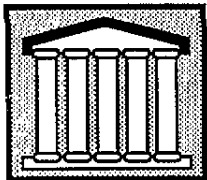


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Brandon Law Offices of

Jan Soeten, Jr., P.A.

September 30, 1998

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-10/02/98-01053-002
****122.50 *****78.75

DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: GRAYCO AUTO WORLD, INC.

Dear Sir/Madam:

Enclosed herewith please find the following:

- (1) The original Articles of Incorporation for GRAYCO AUTO WORLD, INC., a not for profit corporation formed under the the Florida Business Corporation Act.
- (2) A Certificate of Designation of Registered Agent signed by the registered agent.
- (3) A copy of the Articles of Incorporation for certification.
- (4) A check in the amount of \$122.50, representing (a) filing fee in the sum of \$35.00; (b) registered agent fee in the sum of \$35.00; and (c) certified copy fee in the sum of \$52.50.

I kindly request that you file these Articles, certifying them as the Articles of Incorporation, and return a certified copy to me at the address listed below. Thank you for your attention, and I remain

Sincerely yours,

JAN SOETEN, JR., ESQUIRE

JS:ds

Enclosures

cc: Teresa Ann Grabill
Kenneth D. Cogdill

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -2 PM 1:02

ARTICLES OF INCORPORATION
OF
GRAYCO AUTO WORLD, INC.

FILED
SECRETARY OF CORPORATIONS
98 OCT -2 PM 1:02

The undersigned incorporators, for the purpose of forming corporation under the Florida Business Corporation Act, which provides for the formation, rights, privileges, immunities, and liabilities of corporations for profit, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is GRAYCO AUTO WORLD, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgement 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 - CAPITAL

The amount of capital with which the corporation will begin business shall be \$100.00.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 7125 U.S. Highway 98 North, Lakeland (Polk County), Florida 33809. The name and address of the initial registered agent of this corporation are TERESA ANN GRABILL, 7039 Doebling Drive, Lakeland, Florida 33810.

ARTICLE VII - DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII - NAMES AND ADDRESSES

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

TERESA ANN GRABILL	7039 Doehring Drive Lakeland, Florida 33810
KENNETH D. COGDILL	1510 West Daugherty Road Lakeland, Florida 33810

ARTICLE IX - INCORPORATORS

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

TERESA ANN GRABILL	7039 Doehring Drive Lakeland, Florida 33810
KENNETH D. COGDILL	1510 West Daugherty Road Lakeland, Florida 33810

ARTICLE X - BYLAWS

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

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

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

TERESA ANN GRABILL President/Secretary	100 Shares
KENNETH D. COGDILL Vice President/Treasurer	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 shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE XII - 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 XIII - 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 XIV - TERMS OF ISSUING STOCK

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

IN WITNESS WHEREOF, We have hereunto subscribed our names and affixed our seals to these Articles of Incorporation on this 30th day of September, 1998.

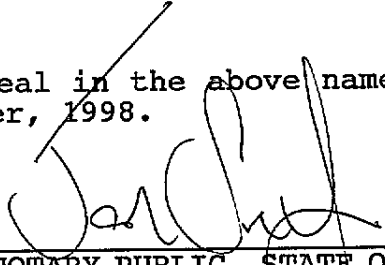
Teresa Ann Grabill
TERESA ANN GRABILL

Kenneth D. Cogdill
KENNETH D. COGDILL

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared TERESA ANN GRABILL and KENNETH D. COGDILL, who are personally known to me or have produced _____ as identification, and who depose and say that they are the individuals described in and who executed the foregoing Articles of Incorporation for the purpose therein expressed.

WITNESS my hand and official seal in the above named County
and State this 30th day of September, 1998.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Jan Soeten, Jr
MY COMMISSION # GC497110 EXPIRES
October 17, 1999
BONDED THRU TROY FAIR INSURANCE, INC.


**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida.

1. The name of the corporation is GRAYCO AUTO WORLD, INC.
2. The name and address of the registered agent and office of the corporation are:

TERESA ANN GRABILL
7039 Doebling Drive
Lakeland, Florida 33810

SIGNATURE:


TERESA ANN GRABILL
President/Secretary

DATE: September 30th, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:


TERESA ANN GRABILL

DATE: September 30th, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -2 PM 1:08