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LAW OFFICE OF
DANIEL JOY

717 SOUTH TRUST BANK PLAZA
1800 SECOND STREET
SARASOTA, FLORIDA 34236
(941) 373-9990
(941) 373-9992 (FAX)
E-MAIL: LAWOFFJOY@AOL.COM

October 29, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

Re: Carsave, Incorporated

200002677762--1
-11/02/98--01074--003
****122.50 *****78.75

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a Certificate of Designation of Registered Agent/Registered Office. Also enclosed is our check in the amount of \$122.50 which represents the following:

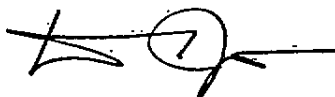
Filing Fee	\$ 35.00
* Certified Copy Fee	\$ 52.50
Registered Agent Fee	\$ 35.00
TOTAL:	\$122.50

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DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

Please file the original Articles of Incorporation and Certificate of Designation and return a certified copy to our office in the enclosed envelope.

If you have any questions, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,



Daniel Joy

ENCLOSURES

TA-11/3/98

**ARTICLES OF INCORPORATION
OF
CARSAVE, INCORPORATED**

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

Article 1 – Name

The name of the corporation shall be: **CARSAVE, INCORPORATED.**

Article 2 – Principal Office

The principal place of business and mailing address of this corporation shall be:

2503 – 1st Street East
Bradenton, Florida 34208

Article 3 – Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one hundred (100). The par value of each share be \$1.00.

Article 4 – Purpose

The corporation shall be authorized to conduct all business activities authorized under the Florida Business Corporation Act.

Article 5 – Registered Agent and Street Address

The name of the initial registered agent is: Daniel Joy

The address of the initial registered agent is: 1800 Second Street, Suite 717,
Sarasota, Florida 34236.

Article 6 – Incorporator

The name and address of the incorporator to these Articles of Incorporation is:

Daniel Joy, 1800 Second Street, Suite 717, Sarasota, Florida 34236.

Article 7 – No Directors

This corporation shall be governed by its shareholders and will not have a Board of Directors.

The undersigned incorporator has executed these Articles of Incorporation this
29th day of October, 1998.



A handwritten signature, appearing to be "Daniel Joy", is written over a horizontal line.

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

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent and Registered Office in the State of Florida.

1. The name of the corporation is: **CARSAVE, INCORPORATED**
2. The name and address of the registered agent and office is:

Daniel Joy
1800 Second Street, Suite 717
Sarasota, Florida 34236

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 obligation of my provision as registered agent.

Dated this 29th day of October, 1998.


DANIEL JOY

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA