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FREDERICK T. LOWE, ESQ., P.A.

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Thursday, November 12, 1998

Division of Corporations
Department of State
409 E. Gaines St.
Tallahassee, Florida 32399

400002687434--3
-11/13/98--01083--008
****122.50 *****78.75

RE: X-press Auto Paint & Body, Inc.

Gentlemen:

I enclose the original and one (1) copy of the Articles of Incorporation, and Acknowledgement of Acceptance of Registered Agent along with the client's check in the amount of \$122.50 to cover the following:

1. \$35.00 Filing Fee
2. \$35.00 Filing Fee Registered Agent
3. \$52.50 for furnishing Certified Copy of the Articles of Incorporation.

Thank you for your cooperation.

Sincerely,

FREDERICK T. LOWE, ESQ., P.A.

By: Frederick T. Lowe, Esquire

FTL/al

Please call and
confirm date and
time filed.

Thank you.

(813) 287-1001

jerry.hutton.art inc ltr.11-98

D. BROWN NOV 18 1998

ARTICLES OF INCORPORATION
OF

Xpress Auto Paint & Body, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 13 AM 8:58

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, do hereby present these Articles of Incorporation, to become a corporation under the laws of the State of Florida, and do hereby accept all of the rights, privileges, benefits and obligations conferred and issued by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the corporation hereby organized.

ARTICLE I - NAME

The name of the corporation shall be:

Xpress Auto Paint & Body, Inc.

ARTICLE II - GENERAL NATURE OF THE BUSINESS

The nature of the business, or objects or purpose to be transacted, promoted or carried on are:

1. To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.
2. The primary purpose of the corporation will be the motor vehicle paint and body business, and the furnishing of products and services affiliated with or related thereto and transaction of any and all business necessary or related thereto.

ARTICLE III - CAPITAL STOCK AUTHORIZED

The amount of capital stock authorized shall consist of Five Thousand (5,000) shares of common voting stock, fully paid and non-assessable, having a par value of One Dollar (\$1.00)

per share, payable in lawful money of the United States of America. The capital stock of the corporation may at any time be increased or decreased as provided by the laws of the State of Florida.

ARTICLE IV - BEGINNING CAPITAL

The amount of capital with which this corporation will begin business is One Thousand and No/100 Dollars (\$1,000.00) or in excess thereof.

ARTICLE V - TERM OF EXISTENCE

This corporation shall begin existence at the time and date of the filing of the Articles of Incorporation with the State of Florida. This corporation shall have perpetual existence.

ARTICLE VI - LOCATION

The initial address of the principal office of this corporation in the State of Florida shall be:

1213 16th Street, North
St. Petersburg, Florida 33705
County of Pinellas

or at such other place either within or without the State of Florida as from time to time may be fixed by the Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by action taken in accordance with the by-laws of the corporation. All of said directors are at least twenty-one (21) years of age and are citizens of the United States of America. The initial director shall be:

Elizabeth Hutton

1213 16th Street, North

St. Petersburg, Florida 33705

ARTICLE VIII - SUBSCRIBER

The subscriber of this corporation is:

Elizabeth Hutton

1213 16th Street, North

St. Petersburg, Florida 33705

ARTICLE IX - REDEMPTION OF STOCK UPON DEATH OF STOCKHOLDER

Upon the death of a stockholder, the stockholder's stock shall be subject to purchase by the corporation or by the other stockholders at such price and upon such terms and condition and in such manner as may be provided for in the by-laws of this corporation and/or provided in the agreements and contracts between the stockholders and/or the stockholders and the corporation in a manner consistent with law and these Articles.

ARTICLE X - ALIENATION OF STOCK AND RESTRICTIONS THEREON

A stockholder of this corporation may sell or transfer any of such stockholder's shares of stock on this corporation only after first offering said stock at the proposed selling price to the corporation and the remaining stockholders in writing for a period of thirty (30) days. The shares of stock proposed to be sold or transferred may not be voted or counted for any purpose at stockholders' meetings for determining whether the corporation shall purchase such stock.

The corporation's shareholders are specifically authorized from time to time to adopt By-Laws not inconsistent therewith restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLES XI - RESERVATION OF RIGHT TO AMEND, ALTER,
CHANGE OR REPEAL ARTICLES OF CORPORATION

This corporation reserves the right to amend, alter, change or repeal any provision contained herein the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XII - PRE-EMPTIVE RIGHTS

The stockholders of the common stock only of this corporation shall have the pre-emptive right. Any unissued or temporary shares of the corporation and securities of the corporation convertible into or carrying a right to subscribe to or acquire shares must first be offered to holders of common shares, exclusively. Each such holder shall have the right to subscribe to and purchase pro-rata share for share with every other holder of shares. The purchase price shall be fixed by the Board of Directors. The shareholders shall have a period of thirty (30) days in which to exercise any pre-emptive rights after which time sale may be made to anyone other than shareholders of this corporation.

ARTICLE XIII - INTIAL REGISTERED AGENT AND REGISTARED OFFICE

Pursuant to Chapters 48 and 607, Florida Statutes, ELIZABETH HUTTON, desiring to organize the corporation named herein under the laws of the State of Florida, with its principal office as indicated in these Articles of Incorporation in the County of Pinellas, State of Florida, has designated its initial registered office as 1213 16th Street, North, St. Petersburg, Florida 33705, and has named ELIZABETH HUTTON its initial registered agent, at that address.



ELIZABETH HUTTON

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

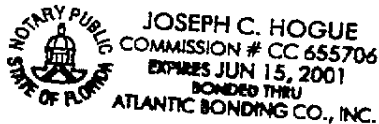
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 13 AM 8:58

BEFORE ME, the undersigned authority, personally appeared ELIZABETH HUTTON,
who executed the foregoing Articles and she acknowledged before me that she executed and
subscribed to these Articles of Incorporation and she either produced FDL H350-221-50-602-0
_____ as identification or is personally known to me.

WITNESS my hand and seal in the County and State aforesaid, this 12th day of
November, 1998.


NOTARY PUBLIC
Print Name: JOSEPH C. HOGUE
State of Florida at Large

My commission Expires:



ACKNOWLEDGEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for the above-stated corporation, at the place
designated in this certificate, ELIZABETH HUTTON, hereby accepts to act in this capacity, and
agrees to comply with the provision of said act relative to keeping said office open.


ELIZABETH HUTTON