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STEVEN M. WILSEY
Also Certified
Public Accountant

DAVID F. WILSEY

ROBERT W. FISHER
Of Counsel

November 18, 1998

Florida Department of State
Division of Corporations - New Filings
P. O. Box 6327
Tallahassee, FL 32314

Re: Johnston Auto Body, Inc.
Articles of Incorporation

800002702928--1
-12/04/98-01036-008
****122.50 *****78.75

Dear Sir or Madam:

Enclosed are the Articles of Incorporation of the above-referenced corporation, along with our firm's check in the amount of \$122.50 for the corporate filing fees as follows:

Profit corporation filing fee	\$ 35.00
Registered Agent Designation	35.00
Certified copy	<u>52.50</u>
	<u>\$122.50</u>

After the filing of these Articles of Incorporation, please return a certified copy to me.

Thank you for your assistance.

Sincerely,



DAVID F. WILSEY

FILED
98 DEC -4 PM 12:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DFW:paf

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

JOHNSTON AUTO BODY, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be JOHNSTON AUTO BODY, INC., and it shall have perpetual existence.

ARTICLE II

The general nature of the business of the corporation is to engage in the transaction of any and all lawful business for which corporations may be incorporated under Florida Statute 607.

ARTICLE III

The authorized capital stock of the corporation shall be of one class of voting stock consisting of 1,000 shares of common stock of a par value of \$1.00 per share.

ARTICLE IV

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

ARTICLE V

The designated registered office of the corporation shall be 4375 - 126TH Avenue North, Clearwater, Florida 33762. The registered agent of the corporation shall be KEITH JOHNSTON. The principal office and mailing address of the corporation is 4375 - 126th Avenue North, Clearwater, Florida 33762.

ARTICLE VI

The number of Directors of the corporation shall two (2) in number, which may be increased or decreased by vote of the stockholders but shall never be less than one (1) nor more than seven (7). The subscriber of the corporation, and the Directors and Officers, as set forth by their respective names, for the first year of the corporation's existence or until their successors are elected or appointed and qualified are as follows:

<u>OFFICE</u>	<u>NAME</u>
President	KEITH JOHNSTON 4375 - 126 th Avenue North Clearwater, Florida 33762
Secretary, Treasurer	PEARL JOHNSTON 4375 - 126 th Avenue North Clearwater, Florida 33762

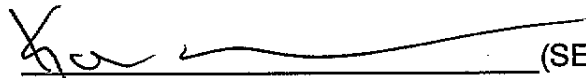
ARTICLE VII

The corporate existence shall commence as of the date of subscription and acknowledgment of these Articles of Incorporation if these Articles are filed with the Secretary of State of Florida within five (5) days of such date (exclusive of legal holidays) or if not so filed, then on the date same are filed.

PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

 (SEAL)

KEITH JOHNSTON

STATE OF FLORIDA:
COUNTY OF PINELLAS:

The foregoing instrument was acknowledged before me this 24 day of November, 1998, by KEITH JOHNSTON, who presented his Florida Driver License as identification.



NOTARY PUBLIC



Peggy Fleetwood
MY COMMISSION # CC071486 EXPIRES
September 29, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

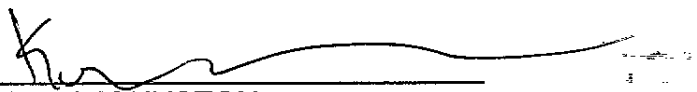
First: That JOHNSTON AUTO BODY, INC., desiring to organize under the laws of the State of Florida with its principal office and designated registered office, as indicated in the Articles of Incorporation, at St. Petersburg, Pinellas County, State of Florida, has named KEITH JOHNSTON as its agent to accept service of process within this State.

JOHNSTON AUTO BODY, INC.

By: 
KEITH JOHNSTON, President

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 to comply with the provision of said Act relative to keeping open said office.

By: 
KEITH JOHNSTON

FILED
98 DEC -4 PM 12:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA