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January 20, 1999

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

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-02/09/99--01020--010
****122.50 *****78.75

Re: Incorporation of *Thomas Automotive Service, Inc.*

Dear Sir/ Madam:

Enclosed please find the Articles of Incorporation for *Thomas Automotive Service, Inc.*, a corporation that I am requesting be formed as a domestic corporation under the laws of the State of Florida.

Also enclosed please find a cashiers check in the amount of \$122.50 in payment of the following incorporation fees:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy Fee	<u>52.50</u>
Total	\$122.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have any questions, please contact me by phone at 1-904-766-9444 or by mail at 7000 Lem Turner Road, Jacksonville, Florida 32208

Sincerely, *Darryl Thomas*

Darryl Thomas

Stephanie GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Principal Address*
DATE *2-11-99*
DGC EXAM *CB*

CB
2-11-99
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ARTICLES OF INCORPORATION
of
Thomas Automotive Service, Inc.

I, the undersigned subscriber to these Articles of Incorporation, am a natural person competent to contract and adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of this corporation shall be:

Thomas Automotive Service, Inc.

7000 LEM TURNER ROAD, JACKSONVILLE, FLORIDA 32208

ARTICLE II

The general powers, purpose and nature of the business to be transacted, promoted or carried on by this corporation are as follows:

A. To purchase or otherwise acquire the whole or any part of the property, assets, goodwill, rights and business, and to undertake or assume the whole or any part of the bond, mortgages, franchises, leases, contracts, indebtedness, guaranties, liabilities, and obligations of any person, firm, association, corporation, or organization; and to pay for the same, or any part or combination thereof, in cash, shares of capital stock, bonds debentures, notes or other obligations of the corporation, or otherwise, or by undertaking or assuming the whole or any part of the liabilities or obligations of the transferors; and to hold, or in any manner dispose of the whole or any part of the property and assets so acquired or purchased; and to utilize, enjoy and conduct, in any lawful manner, the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient to conduct, manage and carrying on such business.

B. To borrow or raise money for any of its purposes without limits as to the amount; and to make, execute, issue and endorse bonds, debentures, promissory notes or other obligations or evidences of indebtedness, of any nature and in any manner whether secured or unsecured, for monies so borrowed, or in payment of property acquired, or for any of the objects or purposes of this corporation; and to secure the payment of the principal and interest of any such obligations by mortgage, pledge, deed, indenture, agreement, instrument of trust, lien upon, assignment of or agreement in respect of all or any part of the property, real or personal, of this corporation, or of all or any part of it's rights or interest therein, whatsoever situated and whether at the time owned or thereafter acquired; and in such a manner and upon such terms as the Board of Directors may deem judicious, to sell or pledge such bonds or obligations, or to discount notes of this corporation for it's corporate purposes.

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C. To do any and all things necessary, suitable, convenient, or proper for, or in connection with, or incidental to, the accomplishment of any one or more of the above purposes, or the attainment of any one or more of the objects herein enumerated or designated; directly or indirectly, to promote the interests of this corporation or to enhance the value of any of it's property or business.

D. To carry on business at any place or places, and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with the real and personal property at any of such place or places.

E. To enter into, make, perform and carry out contracts of any sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature with any person, firm corporation, private, public or municipal body, or politic under the government, or colony thereof, so far as, and to the extent that the same may be done and performed by corporations within the laws under which this corporation is organized.

F. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

G. To enter into any and all types of lawful businesses which the Board of Directors shall from time to time determine necessary or deem proper in connection with the foregoing purposes and which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of it's property.

H. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers herein before set forth, either alone or in connection with other corporation, firms, individuals, and either as principal or agent, and to do every other act or acts, thing or things.

ARTICLE III

SHARES OF STOCK

A. The maximum number of shares of capital stock which this corporation is authorized to have outstanding at any one time shall be One Thousand (1,000) shares of voting common stock, each having a One Dollar (\$1.00) par value. The consideration for said shares of stock may be paid for in cash, labor, services, real or personal property, at a just valuation thereof to be fixed by the Board of Directors at a meeting held for that purpose.

B. The shares of stock to be issued by the corporation shall be issued, accepted and held subject to the following provisions and restrictions upon sales and transfers thereof:

In the event that a stockholder, by which term is included the executors, administrators,

heirs, legatees and the nominee or personal representative of any stockholder, shall desire to sell assign, give or transfer any share of stock in the corporation, such stockholder must, by giving written notice of such desire to a majority of the Board of Directors, first afford to the corporation or the nominee of it's Board of Directors, the right and privilege for thirty (30) days to purchase the at a price agreed upon by such stockholders and the corporation or such nominee or in default of such agreement, at a price equal to the book value of said stock, and no stock of the corporation shall be transferred upon it's book unless the foregoing provision has been complied with, and any attempt to transfer such stock in any other manner will be void.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than One Hundred and 00/100 dollars (\$100.00).

ARTICLE V

This corporation shall perpetual existence and shall commence it's corporate existence upon the filing of these articles with the Secretary of State, State of Florida.

ARTICLE VI

The initial registered agent shall be: *Laurrie S. Campbell*. The street address of the initial registered office of this corporation in the State of Florida is:

*7000 Lem Turner Road
Jacksonville, Florida 32208*

ARTICLE VII

This corporation shall initially have one (1) Director. The number of Directors may be increased or diminished from time to time, by the Bi-Laws adopted by the stockholders.

ARTICLE VIII

The name and street address of the initial Director, who, subject to the provisions of the articles of incorporation, the Bi-Laws and applicable Florida statutes, Shall hold office for the first year of existence of the corporation, or until their successor(s) are elected or appointed and have qualified, is:

*Darryl Thomas
7000 Lem Turner Road
Jacksonville, Florida 32208*

ARTICLE IX

The Name and address of the person signing the articles of incorporation as the subscriber is as follows:

Darryl Thomas
7000 Lem Turner Road
Jacksonville, Florida 32208

ARTICLE X

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereof, unless all Directors and stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made. **EXCEPTION:** Article III, paragraph A, regarding the total number of authorized shares of stock, shall only be amended by a unanimous vote of the stockholders.

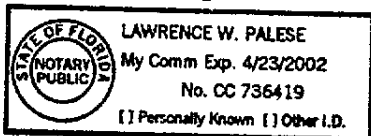
In witness whereof, I, the undersigned, being the original subscriber to the capital stock herein before named, for the purpose of forming a corporation to do business within and without the State of Florida, does hereby make, subscribe, acknowledge and file these articles of incorporation, hereby declaring and certifying that the facts stated herein are true and that I have done same for the purpose of becoming a corporation under the said laws of the State of Florida. I, therefore have, set my hand and seal in the city of Jacksonville, Duvall County, Florida, this Jan. 20, 1999.

Darryl Thomas
Darryl Thomas

STATE OF FLORIDA
COUNTY OF Duvall

I HEREBY CERTIFY that on the Jan. 20, 1999 before me personally appeared, *Darryl Thomas*, who acknowledged before me that he voluntarily executed the above and foregoing articles of incorporation for the purposes of becoming incorporated under the laws of the State of Florida, under the name of *Thomas Automotive Service, Inc.* IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Florida, this Jan. 20, 1999

My commission Expires: _____



[Signature]
Notary Public
State of Florida at Large

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMCILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA

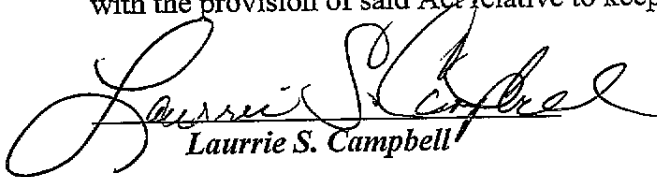
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

That *Thomas Automotive Service, Inc.*, desiring to organize under laws of the State of Florida with it's registered office as indicated in the articles of incorporation at: *7000 Lem Turner Road, Jacksonville, Florida 32208, County of Duvall, State of Florida*, has named: *Laurie S. Campbell of 7000 Lem Turner Road, Jacksonville, Florida 32208, County of Duvall, State of Florida*, as it's agent to accept service of process within this State.

ACKNOWLEDGEMENT

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


Laurie S. Campbell

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