

P99000017561

LAW FIRM OF
JAMES L. ESSENSON
ATTORNEY AND COUNSELOR AT LAW
FLORIDA NEW YORK
2071 MAIN STREET
SARASOTA, FLORIDA 34237

IN ASSOCIATION WITH:
BERKOWITZ & PACE
BUFFALO, NEW YORK

(941) 954-0303
FAX (941) 951-7739

February 19, 1999

CERTIFIED - MAIL RETURN RECEIPT REQUESTED

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

200002783722--6
-02/22/99-01147-016
*****78.75 *****78.75

RE: Articles of Incorporation for Auto Enhancers, Inc.

Dear Sir or Madam:

With reference to the above matter, please find enclosed the following

1. Original Articles of Incorporation for Auto Enhancers, Inc.
2. Copies of Articles of Incorporation for certifying by your office.
3. Original acceptance of Registered Agent.
4. This firm's trust check #4935 in the amount of \$78.75, made payable to Secretary of State, in consideration of the following fees:
 - a. Filing fee/Articles of Incorporation \$35.00.
 - b. Filing fee registered agent designation \$35.00.
 - c. Certified copy of Articles of Incorporation \$8.75.

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 FEB 22 AM 10:18

FILED

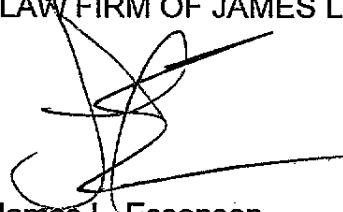
ajs
2/24

Secretary of State
Division of Corporations
February 19, 1999
Page 2

Please file the original Article of Incorporation and forward a certified copy of same along with your letter of acknowledgment to this office in the enclosed self-addressed, stamped envelope. Thank you for your cooperation.

Very truly yours,

THE LAW FIRM OF JAMES L. ESSENSON

A handwritten signature in black ink, appearing to be 'James L. Essenson', written over a horizontal line.

By: James L. Essenson

JLE\dw
Enclosures
cc: Kristen Messal
Timothy Beury

corp\autoenhalsecretarystate.ltr

ARTICLES OF INCORPORATION
OF
AUTO ENHANCERS, INC.

FILED
99 FEB 22 AM 10:18
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE ONE

Name of Corporation. The name of this corporation shall be Auto Enhancers, Inc. and the principal corporate office address is 220 North Tuttle Avenue, Suite B, Sarasota, Florida 34237.

ARTICLE TWO

General Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida for which corporations may be organized under the laws of the State of Florida.

ARTICLE THREE

Authorized Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be seventy-five hundred (7,500) of common stock with a par value of \$1.00 per share.

ARTICLE FOUR

Term of Existence. This corporation is to exist perpetually unless dissolved according to law.

ARTICLE FIVE

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 220 North Tuttle Avenue, Suite B, Sarasota, Florida 34237, and the name of the initial registered agent of this corporation at that address is Joan Fridshal.

ARTICLE SIX

Initial Board of Directors. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and addresses of the initial directors of the corporation are:

ORIGINAL

Kristen Messal
220 North Tuttle Avenue, Suite B
Sarasota, Florida 34237

Timothy Beury
220 North Tuttle Avenue, Suite B
Sarasota, Florida 34237

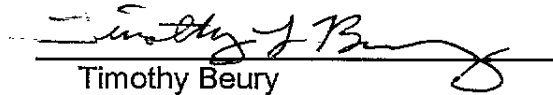
ARTICLE SEVEN

Incorporators. The name and address of the persons signing these Articles is:

Kristen Messal
220 North Tuttle Avenue, Suite B
Sarasota, Florida 34237

Timothy Beury
220 North Tuttle Avenue, Suite B
Sarasota, Florida 34237

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on the 18th day of February, 1999.



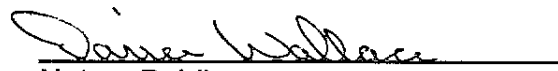
Timothy Beury

STATE OF FLORIDA
COUNTY OF Sarasota

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Timothy Beury, who is personally known to me or has produced Fla Lic. B600-812-73-9100 as identification, to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the State and County aforesaid, on this 18th day of February, 1999.





Notary Public
My commission expires: 3/12/99

Kristen Messal
Kristen Messal

STATE OF FLORIDA
COUNTY OF Sarasota

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Kristan Messal, who is personally known to me or has produced _____ as identification, to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the State and County aforesaid, on this 12th day of February, 1999.



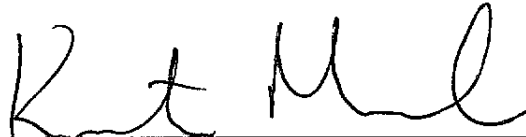
ROBIN L VANSPRUNDEL
My Commission CG438768
Expires Feb. 14, 1999
Bonded by NFNU
800-224-6368

Rob L. Vansprundel
Notary Public
My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Auto Enhancers, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Joan Fridshal as its agent to accept service of process within Florida at 220 North Tuttle Avenue, Suite B, Sarasota, Florida 34237.



Kristen Messal, Incorporator



Timothy Beury, Incorporator

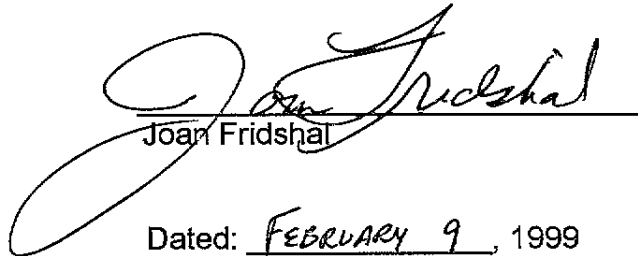
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 FEB 22 AM 10:18

FILED

ACCEPTANCE OF REGISTERED AGENT

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Joan Fridshal

Dated: FEBRUARY 9, 1999