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ACCOUNT NO. : 072100000032

REFERENCE : 156571 151542A

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 70.00

ORDER DATE : March 4, 1999

ORDER TIME : 9:40 AM

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ORDER NO. : 156571-005

CUSTOMER NO: 151542A

CUSTOMER: Lynn Walker Wright, Esq
LYNN WALKER WRIGHT, P.A.
LYNN WALKER WRIGHT, P.A.
Suite 102
2716 Rew Circle
Ocoee, FL 34761

DOMESTIC FILING

NAME: AUTOMOTIVE SERVICES OF NORTH
AMERICA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

99 MAR -4 PM 2:56

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DIVISION OF CORPORATION

99 MAR -4 AM 10:38

FILED

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -4 PM 2:56

ARTICLES OF INCORPORATION
OF
AUTOMOTIVE SERVICES OF NORTH AMERICA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AUTOMOTIVE SERVICES OF NORTH AMERICA, INC.

The address of the principal office of this corporation shall be 2710 Rew Circle, Suite 300, Ocoee, Florida 34761, and the mailing address of the corporation shall be 2710 Rew Circle, Suite 300, Ocoee, Florida 34761.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2716 Rew Circle, Suite 102, Ocoee, Florida 34761, and the name of the initial registered agent of the corporation at that address is Lynn Walker Wright.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the director of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

John W. Terrell

2710 Rew Circle
Suite 300
Ocoee, Florida 34761

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

John W. Terrell
President

2710 Rew Circle
Suite 300
Ocoee, Florida 34761

John W. Terrell
Secretary

2710 Rew Circle
Suite 300
Ocoee, Florida 34761

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

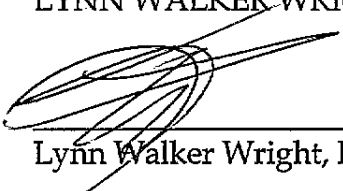
The name and street address of the incorporator to these Articles of Incorporation:

Lynn Walker Wright, Esq.
LYNN WALKER WRIGHT, P.A.
2716 Rew Circle - Suite 102
Ocoee, Florida 34761

IN WITNESS WHEREOF, the undersigned agent of LYNN WALKER WRIGHT, P.A., has hereunto set her hand and seal of LYNN WALKER WRIGHT, P.A. on March 2, 1999.

LYNN WALKER WRIGHT, P.A.

By:


Lynn Walker Wright, Its Agent

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named as registered agent and to accept service of process for the above-named corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By:


LYNN WALKER WRIGHT