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May 13, 1999

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*****78.50 *****78.50

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: DOWNTOWN AUTO SERVICE OF POLK COUNTY, INC.

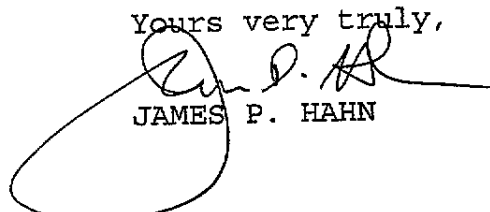
Gentlemen:

Enclosed herein please find Articles of Incorporation and Registered Agent Certificate attached thereto for captioned entity, together with copy thereof. Please file the original and conform the copy for return to the undersigned.

Check in the sum of \$78.50 is also enclosed representing filing fee.

Thank you.

Yours very truly,


JAMES P. HAHN

JPH/h

Enclosure

FILED
1999 MAY 19 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DOWNTOWN AUTO SERVICE OF POLK COUNTY, INC.

ARTICLE I - NAME

The name of this corporation is DOWNTOWN AUTO SERVICE OF POLK COUNTY, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,500 shares of Five Dollar (\$5.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by the corporation of any new stock, not heretofore issued, of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is 115 W. Pine Street, Lakeland, FL 33801, and the name of the initial registered agent of this corporation at that address is JAMES J. SCHREINER. The principal office and mailing address of the corporation is 115 W. Pine Street, Lakeland, FL 33801.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

NAME	ADDRESS
JAMES J. SCHREINER	1527 Hallam Court South Lakeland, FL 33813

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

NAME	ADDRESS
JAMES J. SCHREINER	1527 Hallam Court South Lakeland, FL 33813

ARTICLE IX - OFFICERS

The names of the officers who, subject to the bylaws and these Articles of Incorporation, shall hold office for the first year of the existence of the corporation or until their successors are duly elected and qualified, shall be:

NAME	OFFICE
JAMES J. SCHREINER	President/Secretary-Treasurer

ARTICLE X - SHAREHOLDERS

The names and number of shares which the subscribers of these Articles of Incorporation agree to take are: —

NAME	SHARES
JAMES J. SCHREINER	51 shares
ROSEMARY C. SCHREINER	40 shares
MELANIE McCLELLAN	3 shares
DEBRA HETHERINGTON	3 shares
AMY L. DAVIS	3 shares

ARTICLE XI - SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. When a specified item of business is required to be

voted on by a class or series of stock, a majority of the shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders unless otherwise provided by law. After a quorum has been established at a shareholders meeting, the subsequent withdrawal of shareholders, so as to reduce the number of shareholders entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

ARTICLE XII - NOTICE TO SHAREHOLDERS

Written notice of meetings of shareholders stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the meeting, either personally or by first class mail, by or at the direction of the president, the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting.

ARTICLE XIII - NOTICE TO DIRECTORS

Written notice of regular meetings of the Board of Directors and of special meetings of the Board of Directors shall be delivered not less than ten nor more than sixty days before the meeting, either personally or by first class mail, by or at the direction of the president, the secretary or the officer or persons calling the meeting, to each director.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of May, 1999.

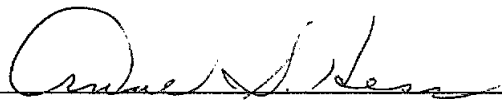

JAMES J. SCHREINER

STATE OF FLORIDA)

COUNTY OF POLK)

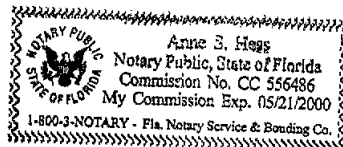
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JAMES J. SCHREINER, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14th day of May, 1999.



Notary Public, State of Florida
at Large

My Commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE 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:

FIRST--THAT DOWNTOWN AUTO SERVICE OF POLK COUNTY, INC.,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF LAKE-
LAND, STATE OF FLORIDA, HAS NAMED JAMES J. SCHREINER, LOCATED AT 115 W.
PINE STREET, LAKE-
LAND, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.


JAMES J. SCHREINER, President

DATE: MAY 14, 1999

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, AND I AM FAMILIAR WITH, AND
ACCEPT, THE OBLIGATIONS PROVIDED IN CHAPTER 607.325.


JAMES J. SCHREINER
Registered Agent

DATE: MAY 14, 1999

FILED
1999 MAY 19 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA