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May 19, 1999

State of Florida  
Division of State  
Corporate Division  
P.O. Box 6327  
Tallahassee, FL 32314

Re: AUTO NANNY, INC.  
File #5327

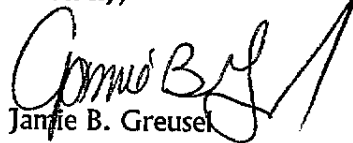
100002882611--2  
-05/21/99--01081--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen/Ladies:

Enclosed are two copies of the Articles of Incorporation for the corporation referenced above, along with a check in the amount of \$78.75 made payable to the Secretary of State.

Kindly file the original in your office and return a certified copy to our office.

Sincerely,

  
Jamie B. Greusel

JBG/mh  
Enclosures

FILED  
1999 MAY 21 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
AUTO NANNY, INC.

I. NAME

The name of the corporation is AUTO NANNY, INC.

II. TERM OF EXISTENCE

This corporation shall have perpetual existence.

III. NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the Laws of the State of Florida.

IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, all shares, having a par value of One Dollar (\$1.00) per share.

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1999 MAY 21 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### V. PREEMPTIVE RIGHTS

The Stockholders of this corporation shall have preemptive rights as to any officer for the sale of shares of this corporation to third parties or individual shareholders of this corporation.

#### VI. INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 1104 N. Collier Blvd., Marco Island, Florida 34145. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

#### VII. INITIAL REGISTERED AGENT

The initial registered agent of the corporation is JAMIE B. GREUSEL, c/o Berry & Greusel, 1104 N. Collier Blvd., Marco Island, Florida 34145.

#### VIII. DIRECTORS

This corporation shall have one director initially. The number of directors, may, from time to time, be increased by By-Laws adopted by the stockholders. The name and address of the first member of the Board of Directors is Jamie B. Greusel, c/o Berry & Greusel, 1104 North Collier Boulevard, Marco Island, Florida 34145.

#### IX. SUBSCRIBER AND INCORPORATOR

The subscriber and incorporator to these Articles of Incorporation is Jamie B. Greusel, c/o Berry & Greusel, 1104 North Collier Boulevard, Marco Island, Florida 34145.

#### X. AMENDMENTS

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 stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the stockholders and all the directors sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these

Articles of Incorporation on the 18<sup>th</sup> day of MAY, 1999.

Jamie B. Greusel  
JAMIE B. GREUSEL

COUNTY OF COLLIER  
STATE OF FLORIDA

The foregoing instrument was acknowledged before me this 18 day of May, 1999 by Jamie B. Greusel who is personally known to me or who has produced n/a (type of identification) as identification and who did (did not) take an oath.

Bridget Fagan  
Notary Public

(typed name)

My Commission Expires:

Commission #



**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND  
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091 and 607.0501, Florida Statutes the following is  
submitted:

AUTO NANNY, INC. desiring to organize or qualify under the laws of the State of  
Florida, with its principal place of business at Marco Island, Florida 34145, has named  
Jamie B. Greusel, Berry & Greusel, 1104 N. Collier Blvd., Marco Island, Florida 34145 as  
its agent to accept service of process within Florida.

Date: May 18<sup>th</sup> 1999

  
JAMIE B. GREUSEL

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.

  
JAMIE B. GREUSEL

This instrument prepared by:

BERRY & GREUSEL, Attorneys at Law  
1104 N. Collier Blvd.  
Marco Island, Florida 34145  
(941) 394-8111

FILED  
1999 MAY 21 AM 9:50  
CLERK OF COURT  
TALLAHASSEE, FLORIDA