

RESPOND TO:

Orlando Office:

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Winter Park, Florida 32789

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Al Cheneler, P.A.

*Attorney at Law
Board Certified Real Estate Specialist
Board Certified Public Accountant*

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Daytona, Florida 32114

Tel: (904) 255-5559
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December 1, 1999

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*****78.75 *****78.75

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

RE: AFFORDABLE AUTO EXPRESS CORPORATION

For the above-referenced corporation, enclosed please find the following:

1. The original signed Articles of Incorporation;
2. A copy of the Articles of Incorporation; and
3. A check in the amount of \$78.75 made payable to the Secretary of State.

The enclosed check to the Secretary of State will cover the following fees:

Filing Fee	35.00
Certified Copy	8.75
Registered Agent Designation	35.00

Total: - \$ 78.75

Please return the certified copy of the Articles of Incorporation to this office in the enclosed postage-paid priority envelope as soon as possible.

Thank you for your prompt attention to this matter.

Sincerely,

[Signature]
Al A. Cheneler

Enclosures

FILED
99 DEC -3 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN DEC - 7 1999

ARTICLES OF INCORPORATION
OF
AFFORDABLE AUTO EXPRESS CORPORATION

FILED
99 DEC -3 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is:

AFFORDABLE AUTO EXPRESS CORPORATION

The principal place of business of this corporation shall be 7412 Little Pond Court, Orlando, Florida 32810.

ARTICLE II
DURATION

The duration of the corporation is perpetual.

ARTICLE III
NATURE OF BUSINESS

This corporation may engage in or transact any of 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 IV
CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7412 Little Pond Court, Orlando, Florida 32810, and the name of its initial registered agent is Roger Thompson.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is three. The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall

never be less than one (1). The name and address of the initial directors of the corporation are as follows:

Roger Thompson
7412 Little Pond Court
Orlando, Florida 32810

Michael Thompson
7412 Little Pond Court
Orlando, Florida 32810

Amy Abdo
7412 Little Pond Court
Orlando, Florida 32810

ARTICLE VII INCORPORATORS

The name and address of each incorporator is as follows:

Al A. Cheneler, Esquire
2265 Lee Road, Suite 125
Winter Park, Florida 32789

ARTICLE VIII OFFICERS

The name and address 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:

Roger Thompson - President
7412 Little Pond Court
Orlando, Florida 32810

Amy Abdo - Secretary
7412 Little Pond Court
Orlando, Florida 32810

Michael Thompson - Treasurer
7412 Little Pond Court
Orlando, Florida 32810

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

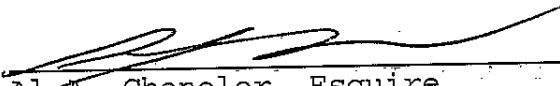
**ARTICLE X
BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the board of directors of this corporation.

**ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the board of directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to the Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 1st day of December, 1999.




Al A. Cheneler, Esquire
2265 Lee Road, Suite 125
Winter Park, Florida 32789

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared AL A. CHENELER, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 1st day of December, 1999.



Notary Public, State of Florida
My Commission Expires:

DESIGNATION OF REGISTERED AGENT

AFFORDABLE AUTO EXPRESS CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at Orlando, Florida, had and does by these presents name Roger Thompson as its agent to accept service of process within this State.

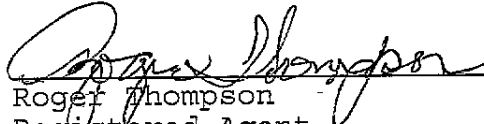


CAROL D HATTAWAY
My Commission CC539451
Expires Apr. 19, 2000

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

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

DATED this _____ day of _____, 1999.


Roger Thompson
Registered Agent

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA