

P96000013249

DALE G. WESTLING, SR.
ATTORNEY AND COUNSELLOR AT LAW

601 EAST UNION STREET
JACKSONVILLE, FLORIDA 32204

TELEPHONE (904) 356-8041
TELEFAX (904) 354-0450

February 6, 1996

800001711208
-02/08/96--01042--013
*****122.50 *****122.50

Corporate Records Bureau
Division of Corporation
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: A-1 Affordable Radiator and Auto Air, Inc.

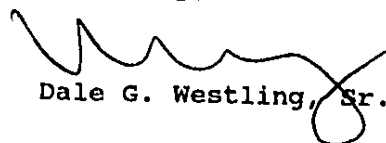
Dear Sir or Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business for the Service of Process, Naming Agent Upon Whom Process May be Served with respect to the above-referenced corporation. You will also find enclosed my check in the amount of \$122.50 with represents the following fees:

\$35.00	Filing Fee
\$52.50	Certified copy of Articles
\$35.00	Registered Agent fee

If you have any questions, please do not hesitate to contact my office.

Sincerely,


Dale G. Westling, Sr.

DGWSr/clr
Enclosures

AL FEB 12 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -8 AM 8:31

ARTICLES OF INCORPORATION
OF
A-1 AFFORDABLE RADIATOR AND AUTO AIR, INC.

The undersigned signator of these Articles of Incorporation, competent to contract, does hereby make declaration to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be A-1 AFFORDABLE RADIATOR AND AUTO AIR, INC..

ARTICLE II. OBJECTIVES AND POWERS

This corporation is formed for the purpose of conducting a business relative to the repair of automobile radiators and air conditioning units.

However, the foregoing shall in no way limit the corporation from engaging in any activity or business permitted under the laws of the United States and of this State, and shall include the power to:

1. Make and enter into all contracts necessary and proper for the conduct of its business.
2. Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this State and in any of the several states, territories, possessions and dependencies, of the United States, and the District of Columbia, and in foreign countries; purchase the corporate assets of any other corporation

and engage in the same character of business; acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein; take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

3. Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation in this State or any state or government; while owner of such stock to exercise all the rights, powers and privileges or ownership, including the right to vote such stock; purchase hold, sell and transfer shares of its own capital stock, provided that no corporation shall purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted, directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

4. Do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects enumerated in its certificate of incorporation.

5. Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or

its Board of Directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidences or indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the officers deem expedient.

ARTICLE III. STOCK

The maximum number of shares that this corporation shall have outstanding at any one time is 100 shares of common stock having a par value of \$1.00.

ARTICLE IV. CAPITAL

The amount of capital with which the corporation shall begin business shall be less than \$500.00.

ARTICLE V. TERMS OF EXISTENCE

The life of this corporation shall be perpetual.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 6634 Blanding Boulevard, Jacksonville, Florida 32244.

ARTICLE VII. BOARD OF DIRECTORS

The corporation shall have no Board of Directors, but shall be run as a close corporation pursuant to the provisions of Chapter 607, Florida Statutes, applicable thereto, by the officers.

ARTICLE VIII. INITIAL OFFICERS

The name and post office addresses of the first officers of the corporation who shall hold office until their successors are elected or appointed are:

Betty H. Hunton / President and Treasurer

Address: 11350-1 Cisco Gardens Road North
Jacksonville, Florida 32219

Michael K. Carlton / Secretary

Address: 5207 Sunderland Road
Jacksonville, Florida 32210

ARTICLE IX. SUBSCRIBER

The name and post office address of the subscriber of the Articles of Incorporation is:

Betty H. Hunton

11350-1 Cisco Road North
Jacksonville, Florida 32219

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in a manner as hereinafter provided by law. Every amendment shall be approved by the stockholders at a regular meeting by a majority of the stock entitled to vote thereof, unless all the stockholders sign a written statement manifesting their intent that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI. REGISTERED AGENT

The name and post office address of the registered agent of the corporation to accept service of process within the State is:

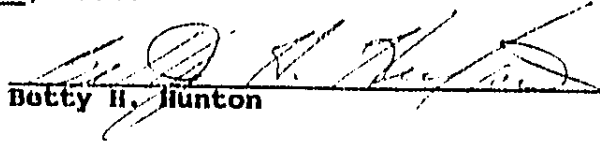
Name

Address

Dale G. Westling, Sr.
Attorney at Law

331 East Union Street
Jacksonville, FL 32202

IT WITNESS WHEREOF, the undersigned subscriber of these Articles of Incorporation has hereunto set his hand and seal this 2nd day of February, 1996.


Betty H. Hunton

STATE OF FLORIDA
COUNTY OF DUVAL

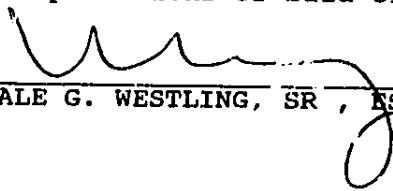
The foregoing Articles of Incorporation was acknowledged before me this 2nd day of February, 1996, by Betty H. Hunton, who is personally known to me or who has produced _____ as identification, and who did take an oath.


NOTARY PUBLIC, State of Florida

Typed, stamped or printed name of Notary

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in the body of the above Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said office.


DALE G. WESTLING, SR, ESQUIRE



COLLEEN L. ROWZEE
My Commission CC344536
Expires Jan. 27, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96FEB-8 AM 8:32

P96000013249

DALE G. WESTLING, SR.
ATTORNEY AND COUNSELOR AT LAW

001 EAST UNION STREET
JACKSONVILLE, FLORIDA 32209

TELEPHONE (904) 356-8041
TELEFAX (904) 354-0480

November 14, 1996

7000002009087--B
-11/20/96--01002--020
*****35.00 *****35.00

Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

RE: A-1 Affordable Radiators and Auto Air, Inc.

Dear Sir/Madam:

Enclosed please find our firm check in the amount of \$35.00 for your filing fee. I have also enclosed the original Amendment to Articles in Corporation to be filed.

Please do not hesitate to call should you have any questions or comments.

Sincerely,

Colleen Rowzee
Colleen Rowzee
Legal Assistant

Enclosure

*added
date of
adoption
+ address per*

FILED
96 NOV 20 AM 8:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amend

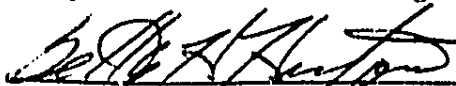
11/27
gory
Amend

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
A-1 AFFORDABLE RADIATOR AND AUTO AIR, INC.

The undersigned President of A-1 Affordable Radiator and Auto Air, Inc. now gives notice that the original Articles of Incorporation are amended in the following fashion:

a. Bobby Wilson Teele, Jr., has now been substituted as secretary for the corporation. Michael K. Carlton has no further interest in the corporation.

The amendment was approved by the shareholders on August 22, 1996.


Betty H. Hunton, President

Bobby Wilson Teele, Jr. - Secretary
11350 Cisco Gardens Road North
Jacksonville, FL 32219

FILED
96 NOV 20 AM 8:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA