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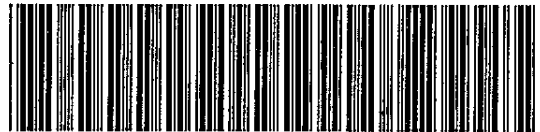
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TAMPA, FLORIDA 33672-0609

February 22, 2005


Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Burn Out Barn.Com, Inc.

Dear Sir or Madam:

Enclosed for filing with the Florida Secretary of State are the Articles of Incorporation for Burn Out Barn.com, Inc. and a check in the amount of \$87.50 for the filing fee.

Very truly yours,


Amy W. Recchio

AWR
Enclosures

FILED
02 FEB 25 11:05:50
CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
BURN OUT BARN.COM, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the corporation is **Burn Out Barn.com, Inc.** (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's principal place of business and mailing address is 702 West Virginia Avenue, Tampa, Florida 33603.

ARTICLE III
PURPOSE AND EXISTENCE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, \$.001 par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Robert G. Radney, III	702 West Virginia Avenue Tampa, Florida 33603

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TAMPA, FLORIDA

ARTICLE VI
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

<u>Name</u>	<u>Address</u>
Robert G. Radney, III	702 West Virginia Avenue Tampa, Florida 33603

ARTICLE VII
BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of the Corporation shall be managed by the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of three (3) members, such members are to hold office until their successors have been duly elected and qualified. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Robert G. Radney, III	702 West Virginia Avenue Tampa, FL 33603
William Kelly	6857 48 th Street North Saint. Petersburg, FL 33709
Michael E. Paris	6735 22 nd Street North Saint Petersburg, FL 33702

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 17 day of February, 2005.



Robert G. Radney, III, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Burn Out Barn.com, Inc.
2. The name and address of the registered agent and office are:

Robert G. Radney, III
702 West Virginia Street
Tampa, Florida 33603

SIGNATURE: _____

TITLE: Robert G. Radney, III, Incorporator

DATE: February 12, 2005

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

Robert G. Radney, III, Registered Agent

DATE: February 12, 2005