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FILED
00 MAY 25 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 24, 2000

VIA OVERNIGHT DELIVERY

Florida Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

00000326670--3
-05/25/00--01061--009
122.50 **78.75

Attn: Filing Section

Re: AutoIRA, Inc.

Dear Sir/Madam:

Enclosed please find for filing Articles of Incorporation of the above-captioned corporation.

Enclosed is a check for \$122.50, covering the various fees incident to the filing of the Articles of Incorporation. Please send a certified copy of the Articles to my attention at the above address.

Thank you for your cooperation.

Sincerely,


Edwin B. Kagan

EBK/mk
Enclosures
cc: Blain Barton

ARTICLES OF INCORPORATION

OF

AUTOIRA, INC.

FILED

00 MAY 25 AM 10:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to the provisions of the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be AutoIRA, Inc.

ARTICLE II - MAILING ADDRESS

The mailing address of this corporation is as follows:

16057 Tampa Palms Blvd. West
#329
Tampa, FL 33647-2001

ARTICLE III - DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

ARTICLE IV - PURPOSES

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

ARTICLE V - CAPITAL STOCK

The authorized capital stock of this corporation shall consist of ten million (10,000,000) shares of common stock, having a par value of \$.0001 per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial Registered Agent and the street address of the initial Registered Office of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607

ARTICLE VII - DIRECTORS

This corporation shall have no directors initially. The affairs of this corporation shall be managed by the shareholders until such time as directors are elected by the shareholders.

ARTICLE VIII - OFFICERS

The following person shall serve as an officer of this corporation until the earlier of his resignation, death or removal from office or until his successor is chosen and qualifies:

<u>Name</u>	<u>Office</u>
Blain Barton	President and Secretary/Treasurer

ARTICLE IX - AFFILIATED TRANSACTIONS

This corporation expressly elects, pursuant to Section 607.0901(5)(a), Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

ARTICLE X - CONTROL-SHARE ACQUISITIONS

This corporation exercises its right, pursuant to Section 607.0902(5), Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

ARTICLE XI - INCORPORATOR

The name and address of the corporation's incorporator is as follows:

<u>Name</u>	<u>Address</u>
Blain Barton	13919 Hayward Place Tampa, FL 33624

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

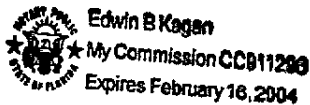
IN WITNESS WHEREOF, the undersigned executes these Articles of
Incorporation of AutoIRA, Inc. this 24th day of May, 2000.

Blain Barton
BLAIN BARTON, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of AutoIRA, Inc. was
sworn to and acknowledged before me this 24th day of May, 2000, by
BLAIN BARTON.

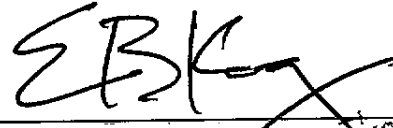


EBK
Notary Public
My Commission Expires: .

Personally known _____ or Produced Identification X
Type of Identification Produced FL DRIVERS LIC. #B635-061-63-266-0

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept to act as Registered Agent, and 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 of Section 607.0505, Florida Statutes.


REGISTERED AGENT

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00 MAY 25 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA