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CRYSTAL H. RINER
ADMINISTRATOR

Of Counsel
C. RANDOLPH COLEMAN

Our Matter: 20108

May 24, 2000

Attention: New Filings
Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: Filing of Articles of Incorporation for **Heavenly Rods, Inc.**

Dear Division of Corporations:

Please find enclosed the original Articles of Incorporation for **Heavenly Rods, Inc.** Please file the same and return all correspondence to the above entitled firm to my attention. I have enclosed a check in the amount of \$122.50 made payable to "Secretary of State" to cover your fees in this regard.

Thank you for your cooperation.

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****122.50 *****78.75

Sincerely,


Gina M. Schlegel

Enclosures

E:\WP60DOCS\20108\Article File Letter with Secretary State.wpd

EFFECTIVE DATE
5-24-00

00 MAY 25 AM 10:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN - 5 2000

EFFECTIVE DATE

5-24-00

ARTICLES OF INCORPORATION

OF

Heavenly Rods, Inc.

FILED
00 MAY 25 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

Name

Section 1.1. Name. The name of this corporation is **Heavenly Rods, Inc.** and the address is **1471 Capital Circle NW, #5, Tallahassee, Florida 32303.**

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purpose

Section 3.1. Purposes. This corporation is organized for the sole and specific purpose of engaging in every phase and aspect of restoring, repairing, refurbishing, and selling automobiles.

This corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or country. It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares having a par value of one dollar per share.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V

Initial Registered Office and Agent

Section 5.1. Name and Address. The street address of the initial registered office of this corporation is **Donald W. Weidner, P.A., 11265 Alumni Way, Suite 201, Jacksonville, Florida 32246-6685** and the name of the initial registered agent of this corporation at that address is **Donald W. Weidner, Esquire.**

ARTICLE VI

Directors

Section 6.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

Section 6.2. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.3. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

Bylaws

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII

Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is **Donald W. Weidner, Esquire, Donald W. Weidner, P.A., 11265 Alumni Way, Suite 201, Jacksonville, Florida 32246-6685.**

ARTICLE IX

Amendment

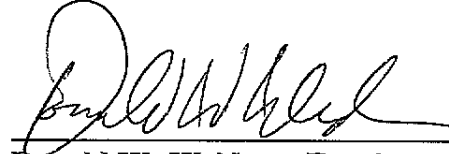
Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than seventy five percent (75 %) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

Dissolution

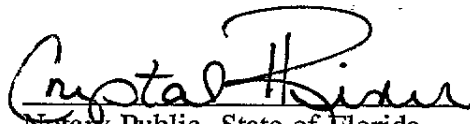
Section 10.1. Dissolution. The corporation may be dissolved at anytime (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least seventy five percent (75 %) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporation property and assets shall, after payment, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 24th day of May, 2000.

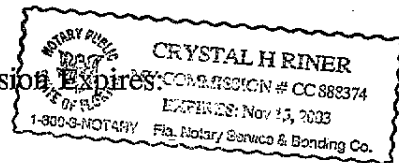

Donald W. Weidner, Esquire

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me by Donald W. Weidner, Esquire, this 24th day of May, 2000.


Notary Public, State of Florida
at Large.

My Commission Expires:

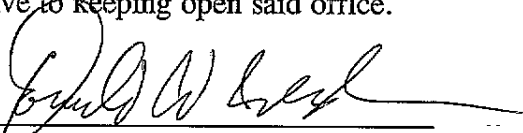


**Certificate Designating or Changing Place
of Business or Domicile for the Service of Process
Within This State, Naming Agent Upon
Whom Process May Be Served**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **Heavenly Rods, Inc.** a Florida Corporation, with its principal office as indicated in the Articles of Incorporation has named **Donald W. Weidner, Esquire** at **Donald W. Weidner, P.A., 11265 Alumni Way, Suite 201, Jacksonville, Florida 32246-6685** its agent to accept service of process within this State.

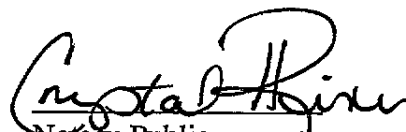
Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.



Donald W. Weidner, Esquire

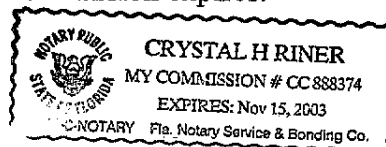
STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

SWORN TO AND SUBSCRIBED before me by **Donald W. Weidner, Esquire** this 24th day of **May, 2000**.



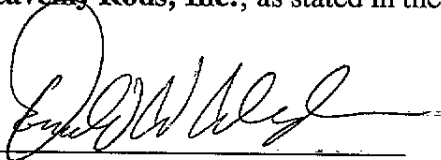
Notary Public
State of Florida At Large

My commission expires:



ACCEPTANCE

I hereby agree to act as registered agent for **Heavenly Rods, Inc.**, as stated in the Articles of Incorporation of said Corporation.

A handwritten signature in black ink, appearing to read "Donald W. Weidner", is written over a horizontal line.

Donald W. Weidner, Esquire

FILED
00 MAY 25 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA