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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

AUTOFUSE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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DIVISION OF CORPORATIONS
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B. McKnight NOV 29 2000

To whom it may concern:
Please be advised the same owner of the
LLC is the same one trying to open
this corp. *thru hnt@empire*

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ARTICLES OF INCORPORATION

OF

AUTOFUSE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

AUTOFUSE, INC.

ARTICLE II

The principal place of business of this corporation shall be:

**1975 East Sunrise Blvd., Suite 538
Fort Lauderdale, Florida 33304**

ARTICLE III

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.

Myron M. Samole
Samole & Berger, P.A.
9700 S. Dixie Highway
Suite 1030
Miami, FL 33156
Fla Bar No. 323527

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ARTICLE IV

The corporation will elect to have preemptive rights pursuant to Florida Statutes, FS §607.0630. The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000,000 SHARES OF COMMON STOCK

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

There shall be one or more directors of this corporation.

ARTICLE VII

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected is:

**Stephen A. Kelley, Jr., Director
1975 East Sunrise Blvd., Suite 538
Fort Lauderdale, Florida 33304**

**James Piper, Director
1975 East Sunrise Blvd., Suite 538
Fort Lauderdale, Florida 33304**

**Marc Combs, Director
1975 East Sunrise Blvd., Suite 538
Fort Lauderdale, Florida 33304**

ARTICLE VIII

The name and street address of the incorporator to these Articles of Incorporation is:

**Stephen A. Kelley, Jr.
1975 East Sunrise Blvd., Suite 538
Fort Lauderdale, Florida 33304**

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ARTICLE IX

The name and address of the initial registered agent is:

Stephen A. Kelley, Jr.
197S East Sunrise Blvd., Suite 538
Fort Lauderdale, Florida 33304

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 23rd day of October, 2000.

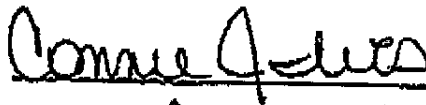


Stephen A. Kelley, Jr., Director

STATE OF FLORIDA
COUNTY OF Duval

BEFORE ME personally appeared Stephen A. Kelley, Jr., 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 purposes therein expressed.

WITNESS my hand and official seal this 23rd day of October, 2000.



Print Name: Connie J. Jones
Notary Public, State of Florida

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
CONNIE J. JONES
COMMISSION # 12345
EXPIRES 12/31/01
BONDED THRU ASA 12/31/01

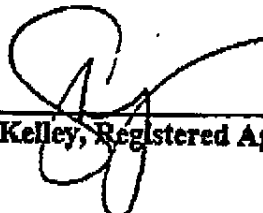
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ACCEPTANCE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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 obligations of my position as registered agent.



 Stephen Kelley, Registered Agent

Date: October 7, 2000

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