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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 924643 105581A

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -8 PM 2:35

ORDER DATE : December 8, 2000

ORDER TIME : 12:03 PM

ORDER NO. : 924643-005

CUSTOMER NO: 105581A

2000000277723--1

CUSTOMER: Len Aronoff, Esq
Len Aronoff, Esq

1947 Lee Road

Winter Park, FL 32789

DOMESTIC FILING

NAME: SHADE TREE MECHANICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

RECEIVED
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ea
12/8/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 DEC -8 PM 2: 35

ARTICLES OF INCORPORATION
of
SHADE TREE MECHANICS, INC.

THE UNDERSIGNED, acting as Incorporator of a corporation under the Florida General Corporation Act , adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is SHADE TREE MECHANICS, INC.

The mailing address of the corporation is :

4400 Pine Wood Road
Melbourne, Florida 32934

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual

ARTICLE III - NATURE OF BUSINESS

The general purpose for which the corporation is organized is to engage in general and related business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United State, or by the foreign country. Additionally, to engage in any business or occupation that is lawful in the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 25 million shares of stock, with no par value and 10

million convertible preferred at \$10.00 par value per share. All shares shall be issued upon incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Charles Julian
4400 Pinewood Road
Melbourne, Florida 32934

Initial Principal Office:

4400 Pinewood Road
Melbourne, Florida 32934

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director is:

Charles Julian
4400 Pinewood Road
Melbourne, Florida 32934

ARTICLE VII - INCORPORATOR (S)

The name and address of the incorporator (s) signing these Articles of Incorporation are:

Charles Julian
4400 Pinewood Road
Melbourne, Florida 32934

ARTICLE VIII - INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE IX - AMENDMENT OF THE ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

EXECUTED by the undersigned at Orlando, Florida, this 7 day of ^{Dec}November, 2000.



Charles Julian

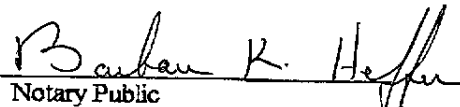
STATE OF FLORIDA


COUNTY OF ORANGE

BEFORE ME, the undersigned authority, duly authorized in the State and County aforesaid, personally appeared Charles Julian, to me known to be the person described as the subscriber, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to the Articles of Incorporation.

WITNESS my hand and seal this 4th ^{December} day of ~~November~~, 2000.

 Barbara K. Heffron
My Commission
Expires July 13, 2001


Notary Public
My commission expires: 7-13-01

 Barbara K. Heffron
My Commission CC655447
Expires July 13, 2001

ACCEPTANCE BY REGISTERED AGENT

I, Charles Julian, agree to accept the designation of Registered Agent for **SHADE TREE MECHANICS, INC.** and as such Registered Agent, I agree to accept Service of Process and to comply with all other requirements of Florida Statute, Chapter 607 which apply to my capacity as Registered Agent.

DATED this 4th day of ^{Dec}~~November~~, 2000.



Charles Julian

STATE OF FLORIDA

COUNTY OF ORANGE


BEFORE ME, the undersigned authority, duly authorized in the State and County aforesaid, personally appeared Charles Julian, to me known to be the person described as the subscriber, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to the Articles of Incorporation.

WITNESS my hand and seal this 4th day of ^{December}~~November~~, 2000.


Barbara K. Heffron
My Commission CC655447
Expires July 13, 2001


Notary Public

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**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA, AND NAMING THE REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Statutes 48.091 and 607.034 of the Florida

Statutes, the following is submitted:

1. **SHADE TREE MECHANICS, INC.**, desiring to qualify under the laws of the State of Florida, with its principal place of business in the city of Melbourne, State of Florida, has named Charles Julian located at 4400 Pinewood Road, Melbourne, Florida 32934, City of Melbourne, State of Florida, as its Registered Agent to accept service of process within the State of Florida.

DATED this 4 day of ^{Dec}~~November~~, 2000.

SHADE TREE MECHANICS, INC.

BY: Charles Julian

Charles Julian

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 4 day of ^{Dec}~~November~~, 2000.

BY: Charles Julian

Charles Julian