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ADAM JAMES
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 19, 2001

Florida Department of State
Division of Corporations
409 Gain Street
Tallahassee, Florida 32301

Attention: New Corporation Division

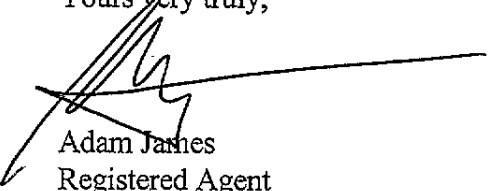
RE: Auto Finders of America, Inc.
Articles of Incorporation

To Whom It May Concern:

Enclosed are the Articles of Incorporation and fees for the registration of the corporation mentioned above. If you could please expedite these Articles it would be greatly appreciated. If I can be of any further assistance please do not hesitate to contact me.

Thank you, I remain.

Yours very truly,


Adam James
Registered Agent

Enclosure(s)

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ARTICLES OF INCORPORATION

OF

Auto Finders of America, Inc.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of this corporation is **Auto Finders of America, Inc.**

ARTICLE II - DURATION

This corporation shall exist perpetually. This corporation shall commence on the date of subscription and acknowledgment.

ARTICLE III - PURPOSE

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

ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 5,000 shares of Common Stock having par value per share (\$1.00). The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - INITIAL REGISTERED/PRINCIPAL OFFICE AND AGENT

The street address of the initial registered agent of this corporation shall be:

**2420 W. Brandon Ave #203
Brandon, Florida 33511**

The name of the initial registered agent of this corporation at that address shall be:

Adam James

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be one. The number of directors may be either increased or diminished from time to time, as provided in the Bylaws, but shall never be less than one.

B. The name and address of the initial directors and officers of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Adam James	2420 W. Brandon Blvd. #203 Brandon, FL 33411	Director

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Adam James	2420 W. Brandon Blvd. #203 Brandon, Florida 33511

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the Shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the Shareholders if the Shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX - AMENDMENT

This corporation reserved the right to amend or repeal any amendment hereto, and all rights conferred upon the Stockholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by the holders of a majority of the shares entitled to a vote on the matter or in such a manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of January 2001.



ADAM JAMES, Subscriber

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, the undersigned authority, personally appeared **Adam James**, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledges that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of January 2001.

NOTARY SEAL



CHELSEY COHEN
My commission #CC964209
Expires Aug 29, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

Chelsey Cohen


Notary Public

My Commission Expires:

Aug 29 2004

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of
Auto Finders of America, Inc., I hereby accept and agree to act in this capacity.


ADAM JAMES, Registered Agent

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