

DANA L. HARRISON

CERTIFIED PUBLIC ACCOUNTANT

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Naples, Florida 34102

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MEMBER:
AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

FILED

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SECRETARY OF STATE
FLORIDA INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS
TALLAHASSEE, FLORIDA

February 27, 2001

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Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Incorporation
AUTOMOTIVE HEADHUNTERS.COM, INC.

Dear Sir:

Enclosed please find the following:

- 1) Articles of Incorporation of
AUTOMOTIVE HEADHUNTERS.COM, INC.
- 2) Certificate designating Registered Agent.
- 3) Check for \$122.50 covering various fees.

Please forward the certified copy of the articles and assigned document number of the corporation to Dana Harrison at the above noted address. Any questions should be directed to the undersigned.

Sincerely,

Dana Harrison

Enclosures
DLH:lh
incfla.ltr

Dana
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ARTICLES OF INCORPORATION
OF
AUTOMOTIVE HEADHUNTERS.COM, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of the corporation is AUTOMOTIVE HEADHUNTERS.COM, INC., and its initial post office address and its principal office for conducting business is: 1300 Third Street South, Suite 301, Naples, FL 34102.

ARTICLE II - DURATION

This corporation shall have perpetual existence, effective upon the filing of these Articles with the Florida Department of State.

ARTICLE III - PURPOSES AND POWERS

The powers of this corporation shall include the transaction of any activity or business permitted under the laws of the United States and this State and this corporation shall have all powers granted to corporations under said laws.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent of this corporation is Daniel Ressler and his address is 1300 Third Street South, Suite 301, Naples, FL 34102.

ARTICLE VII - INCORPORATOR

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

DANIEL RESSLER
1300 Third Street South, Suite 301
Naples, FL 34102.

ARTICLE VIII - MANAGEMENT OF CORPORATION

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

ARTICLE IX - ACTION BY SHAREHOLDER WITHOUT A MEETING

The shareholders of this corporation may take action by written consent, as provided by law, unless otherwise provided in these Articles or by the By-Laws of this corporation.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer and/or director or any former officers and/or directors to the full extent permitted by law.

ARTICLE XI - BY-LAWS

The powers to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE XII - AMENDMENT

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 shareholders is subject to this reservation.

ARTICLE XIII - RESTRICTIONS ON STOCK TRANSFERS

Each shareholder of any class of stock of the corporation that he or she may hereafter acquire without making it available for purchases by the corporation and then to the remaining shareholders of the corporation should the corporation elect not to purchase any or all of such stock. The manner in which this option may be elected shall be prescribed by the By-Laws of this corporation.

ARTICLE XIV - 1244 STOCK

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

IN WITNESS WHEREOF, I, the undersigned, being the original incorporator to the capital stock hereinbefore named, have hereunto set my hand and seal this 22 Day of Feb, 2001.

DANIEL RESSLER, Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

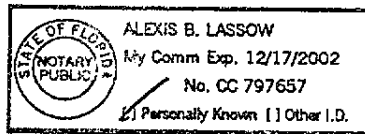
The foregoing instrument was acknowledged before me this 22nd Day of February, 2001 by DANIEL RESSLER.

Notary Public

My Commission Expires: 12/17/2002

Personally Known OR Produced Identification .

Type of Identification Produced _____



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CERTIFICATE DESIGNATING REGISTERED AGENT


SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act.

AUTOMOTIVE HEADHUNTERS.COM, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at 1300 Third Street South, Suite 301, Naples, FL 34102, has named DANIEL RESSLER, located at 1300 Third Street South, Suite 301, Naples, FL 34102, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

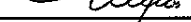
Having been named to accept service of process for the above-stated corporation, at the place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


DANIEL RESSLER

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 22nd Day of February, 2001 by DANIEL RESSLER.



Notary Public

My Commission Expires: 12/17/2002

Personally Known / OR Produced Identification
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