

To Whom It May Concern:

PO1000050562

If there are any questions concerning the filing of these Articles of Incorporation, please feel free to contact Mr. David Strong at 904-761-7855 Extension 26.

The signature below authorizes you to act upon his direction in this matter.

Please mail the Articles of Incorporation to:

Quality Financial Services Inc.

3945 Nova Road

900004215919--5  
-05/14/01--01131--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Port Orange, FL 32127



THOMAS JARRETT

FILED  
01 MAY 14 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T SMITH MAY 22 2001

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# ARTICLES OF INCORPORATION

FILED  
01 MAY 14 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE I = NAME

The Name of this Corporation is D & J's AXLES PLUS INC.

## ARTICLE II = DURATION

This corporation shall have perpetual existence commencing on the date of filing with the Secretary of State of Florida.

## ARTICLE III = PURPOSE

This corporation is organized for transacting all lawful business.

## ARTICLE IV = CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar par value common stock.

## ARTICLE V = INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the principal office of this corporation is  
524 MASON AVE HOLLY HILL FL 32117

The initial registered agent is THOMAS JARRETT whose physical address is  
524 MASON AVE HOLLY HILL , FLORIDA 32117

The registered address is 524 MASON AVE HOLLY HILL FL 32117

## ARTICLE VI = INITIAL BOARD OF DIRECTORS

This corporation shall have no Directors.

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**ARTICLE VII = INCORPORATORS**

The name and address of the person signing these articles of Incorporation is:  
THOMAS JARRETT  
524 MASON AVE HOLLY HILL FLORIDA 32117

**ARTICLE VIII = MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the majority of shareholders of this corporation.

Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held. A majority of the outstanding shares of the corporation entitled to vote, represented in person, or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

**ARTICLE IX = POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE X = INDEMNIFICATION**

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

**ARTICLE XI = AMENDMENT**

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

**ARTICLE XII = OFFICERS**

The initial officers will be as follows:

President : THOMAS JARRETT 524 MASON AVE HOLLY HILL FL 32117

Vice President : DARRIN ROGERS 524 MASON AVE HOLLY HILL FL 32117

Secretary : DARRIN ROGERS 524 MASON AVE HOLLY HILL FL 32117

Treasurer : THOMAS JARRETT 524 MASON AVE HOLLY HILL FL 32117

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this date: 5/11/2001

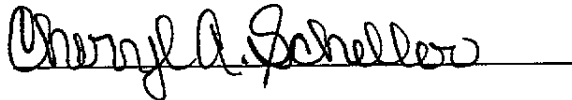


THOMAS JARRETT

STATE OF FLORIDA)

COUNTY OF VOLUSIA)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared THOMAS JARRETT known by me to be the person who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed those Articles of Incorporation. In witness whereof, I have hereunto set my hand and seal in the State and County last aforesaid, this date 5/11/2001



Notary Public, State of Florida At Large:

My Commission Expires: June 22, 2003



Cheryl A. Scheller  
MY COMMISSION # CC848732 EXPIRES  
June 22, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA.

NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:  
FIRST -- D & J's AXLES PLUS INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF  
THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF HOLLY  
HILL STATE OF FLORIDA HAS NAMED THOMAS JARRETT AS ITS AGENT TO ACCEPT SERVICE  
OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT  
IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE



REGISTERED AGENT: THOMAS JARRETT

DATE: 5/11/2001

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA