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April 1, 2001

Secretary Of State
Division Of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

RE: Henson Automotive, Inc.

Dears Sirs,

Please find enclosed an Articles of Incorporation
and one copy regarding the above named corporation
along with my check in the total amount of \$78.75,
representing:

Filing Fees	\$35.00
Certified Copy	8.75
Registered Agent Design	<u>35.00</u>
Total Enclosed	\$ 78.75

Please advise if there is anything additional
required in order to file the enclosed articles. Thank
You for your attention and assistance in this matter.

Very Truly Yours,

Lyndia B. Henson
Lyndia B. Henson

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK JUN 19 2001

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ARTICLES OF INCORPORATION
OF
Henson Automotive, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves together for the purpose of becoming a body corporate under the laws of the State of Florida and do hereby certify, make, subscribe, acknowledge, and file in the Office of the Department of State, this Certificate:

1. The name of the corporation shall be:
Henson Automotive, Inc.

2. The general nature of the business to be transacted is as follows: Any and all lawful business.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and with goods, wares, and merchandise and real and personal property of every class and description.

To buy, sell, purchase, assign, hypothecate and otherwise deal in notes, mortgages, bonds and other evidences of indebtedness secured and unsecured, guaranteed, insured or of conventional type.

To acquire and pay in cash, bonds, of this corporation, stock or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To borrow money and contract deeds when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporation; to insure bonds, promissory notes, bills of exchange, debentures, obligations and evidences of indebtedness, payable at a specific time or times, or payable upon the happening of a specific event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects.

In any manner acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any other licenses or other rights or interest therein or thereunder.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of capital stock of, or any bonds, securities or indebtedness created by any other corporation or corporations organized under the laws of this State or any other State or Government, and allow the owners of such stock to exercise all rights, powers and privileges of ownership, including the right to vote thereon.

To purchase, hold, sell, and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except from the surplus of its assets over its liabilities including capital; and provide further that shares of its own capital stock belong to it shall not be purpose of any stockholder's quorum or vote.

To conduct business, have one or more offices and hold, purchase, mortgage, and convey real and personal property in this state or in any of the several states, territories, possessions and dependencies of the United States, District of Columbia, and foreign countries.

To do all and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation or any amendment thereto or necessary or incidental to the protection and benefit of this corporation, and in general to carry on any lawful business necessary if incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in this Certificate of Incorporation or any amendments thereto, and to do any or all of the things herein above set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers, and shall be in addition to those powers granted by statute; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation, or the nature of business or businesses to be transacted or engaged in by said corporation, but shall be in addition to the corporations under the laws of the State of Florida.

3. The maximum number of shares of stock this corporation is authorized to have outstanding at any one time shall be One Thousand (1,000) --- shares at a par value of One dollars (\$1.00) per share.

4. The amount of capital with which this corporation shall begin business is hereby fixed at Fifteen Thousand and no/100 (\$15000.00) Dollars.

5. That this corporation shall exist perpetually and its existence shall cease only upon its lawful dissolution.

6. That the principle office of this corporation will be in the City of Pensacola, County of Escambia, State of Florida, and that the Post Office Address of the principal office is 9110 Fowler Ave., Pensacola, Florida 32534. That the registered agent of this corporation shall be Lyndia B. Henson and that the Post Office Address for the registered agent is: 9110 Fowler Ave., Pensacola, FL. 32534.

7. That the number of directors of said corporation is hereby fixed at not less than Three (3) no more than Six (6), the number to be chosen for any given year to be determined by stockholders at the annual meeting for the election of officers.

8. The names and post office addresses of the members of the first Board of Directors who, subject to the provisions of this Certificate of Incorporation, the By-laws of this corporation and the laws of the State of Florida, who shall hold office for the first year of the existence of the corporation or until their successors are elected and have qualified are as follows:

NAME	ADDRESS
Lyndia B. Henson	9110 Fowler Ave. Pensacola, FL 32534
Joseph R. Henson	9110 Fowler Ave. Pensacola, FL 32534
Jerald W. Henson	11506 Thousand Oaks Dr. Pensacola, FL 32514

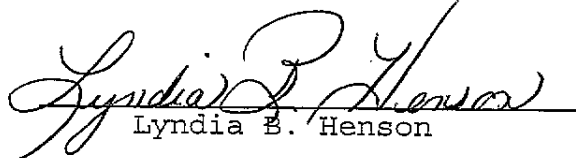
The whole or any part of the capital stock of the corporation, (including that subscribed herein) may be paid for in money, or property, labor, services, or real estate having a value, in the judgement of the Board of Directors, equivalent to the full par value of the shares of stock to be issued.

The Board of Directors is hereby authorized to issue and hold all or any parts of the shares of the capital stock of the corporation (including that subscribed herein) as partly paid.

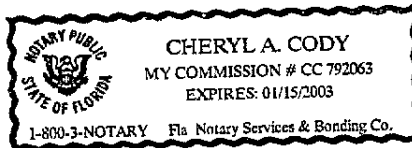
9. The officers of this corporation who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified shall be:

President :	Lyndia B. Henson
Vice President :	Lyndia B. Henson
Secretary :	Lyndia B. Henson
Treasurer :	Lyndia B. Henson

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands and seal to this Certificate of Incorporation as subscribers aforesaid on this the 14 day of June, 2001, and made and entered into this Certificate of Incorporation at Pensacola, Escambia County, Florida, for the uses and purposes aforesaid.


Lyndia B. Henson


NOTARY SIGNATURE



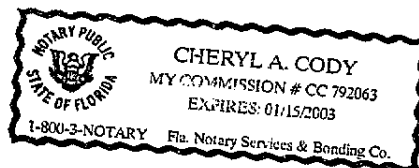
STATE OF FLORIDA
COUNTY OF SANTA ROSA

Before me, the undersigned Notary Public, in and for said State and County, personally appeared Lyndia B. Henson on behalf of the forgoing Certificate of Incorporation, to me well known and known to me to be the individuals described in and who executed the foregoing Certificate of Incorporation of
Henson Automotive, Inc.

and they severally acknowledged and declared that they did make, execute, subscribe and acknowledge the foregoing Certificate of Incorporation as his several voluntary act and deed for the purpose of forming a body corporate, pursuant to and under the provisions of the laws of the State of Florida, and the foregoing Certificate of Incorporation, and that the facts set forth therein are true and correct.

IN WITNESS WHEREOF I have hereunto set my hand and official seal at Pensacola, Escambia County, Florida, this 14 day of June, 2000.

Cheryl A. Cody
(Notary Public)



State of Florida
Department of Revenue

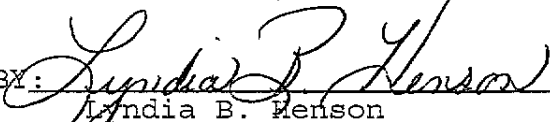
Certificate Designating Place of Business or Domicile for the Service of Process within the State, Naming Agent Upon Whom Process May Be Served and Names and Address of the Officers and Directors.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - - that Henson Automotive, Inc, Inc. a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Pensacola, County of Escambia, State of Florida, has named Lyndia B. Henson, located at 9114 Fowler Ave., Pensacola, State of Florida, as its agent to accept service of process within this state.

OFFICERS	AFFIX TITLES NAME	SPECIFIC ADDRESS
Lyndia B. Henson	President	9110 Fowler Ave Pensacola, FL 32534
Lyndia B. Henson	Vice President	9110 Fowler Ave Pensacola, FL 32534
Lyndia B. Henson	Secretary	9110 Fowler Ave Pensacola, FL 32534
Lyndia B. Henson	Treasurer	9110 Fowler Ave Pensacola, FL 32534
Directors		
Lyndia B. Henson		9110 Fowler Ave Pensacola, FL 32534
Joseph R. Henson		9110 Fowler Ave Pensacola, FL 32534
Jerald W. Henson		11506 Thousand Oaks Dr. Pensacola, FL 32534

BY:


Lyndia B. Henson
(Corporate Officer)

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

BY:

Guardia J. Hanson
(Registered Agent)

It is necessary to file this certificate within thirty days after filing Certificate of Incorporation, as to domestic Corporations and within thirty days after issuance of permit to foreign corporations; and thereafter when corporation has changed the place of business or agent or changed its officers and/or directors.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA