

PO1000004261
JOSEPH M. FILLOY

CERTIFIED PUBLIC ACCOUNTANT, P.A.

MEMBER
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MIAMI, FLORIDA 33132
TEL.: (305) 373-7515 - FAX: (305) 373-6620

January 4, 2001

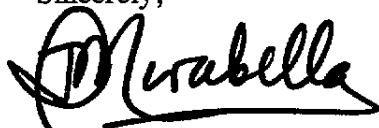
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Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

Enclosed are the Articles of Incorporation for HIGHWAY ANTIQUE, INC., and a check for the incorporation fee of \$122.50. Please return the completed documents in the enclosed preaddressed envelope.

Sincerely,



Dayuri Mirabella
Secretary of Joseph M. Filloy
Certified Public Accountant

FILED
2001 JUN 26 AM 10:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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6/28/01

ARTICLES OF INCORPORATION OF
HIGHWAY ANTIQUE, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this Corporation is HIGHWAY ANTIQUE, INC.

ARTICLE II - PURPOSE

This Corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

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

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The present street address of the office of this corporation is 17821 South Dixie Highway, Miami, Florida 33157. The name of the initial Registered Agent of this corporation is, Marsha J. Lytle, mailing address is 17821 South Dixie Highway, Miami, Florida 33157.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may either increase or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation is:

Marsha J. Lytle

ARTICLE VII - INCORPORATOR

The name and address of the person signing this articles is:

Marsha J. Lytle
17821 South Dixie Highway
Miami, Florida 33157

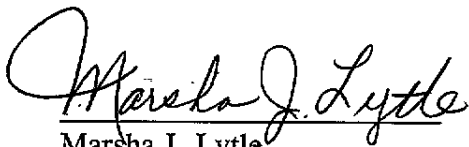
ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of Incorporation on June 14, 2001.



Marsha J. Lytle
Incorporator

STATE OF FLORIDA)

(

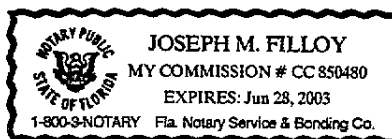
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Marsha J. Lytle, who is personally known to me, to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 14 of June of 2001.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



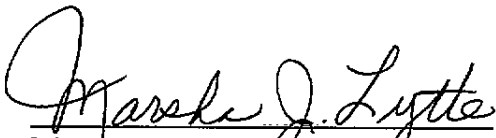
My Commission Expires:

WITNESSETH:

That HIGHWAY ANTIQUE, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, State of Florida, has appointed Marsha J. Lytle, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of HIGHWAY ANTIQUE, INC. to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 14 of June 2001.


Marsha J. Lytle, Registered Agent

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TALLAHASSEE FLORIDA