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155 Dishart Court
Gainesville, FL 32607

Marbleheadz, Inc

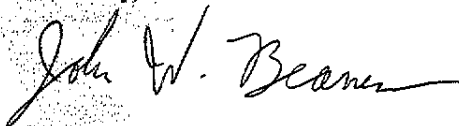
January 30, 2002

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

Dear Sir or Madam:

This letter includes the articles of confederation required to file a C-corporation in the state of Florida. In addition, there is a check included for the amount of \$87.50 which is the total amount required for a filing fee, designation of registered agent, certified copy, and the certificate of Status.

Sincerely,



John W. Beamer
Controller and Secretary For Marbleheadz Corporation

FILED
02 FEB -4 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Strength and Honor

J. BRYAN FEB 8 2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
MARBLEHEADZ.CORP.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is Marbleheadz.corp.

**ARTICLE II
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares with a par value of \$1.00 per share.

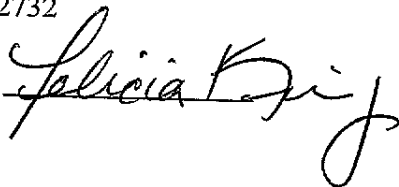
**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is: Also principal office address.

I Felicia King accept any and all responsibilities as the registered agent of Marbleheadz.corp.

Felicia Reene King
155 dishman Court
Seminole County
Geneva, FL 32732

Signature:



Print: _____

ARTICLE IV PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of Florida.

ARTICLE V DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Albert Lee Dishman
President and Chairman of the Board
155 Dishman Court
Geneva, FL 32732

Sammuel Frances Steever
Vice President of Auto Repair Department
711 Cloudcrist Drive
Deltona, FL 32738

John William Beamer
Controller and Secretary
225 East High Street
Oviedo FL, 32765

James Gary King
Vice President of Computer
Repair Department
2201 Blackhammock Road
Oviedo, FL 32765

Allen Marshall Liptak
Vice President of Refurbishing Department
155 Dishman Court
Geneva, FL 32732

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional

misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VII OTHER PROVISIONS

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.


Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President only. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President only. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Lee Albert Dishman, Incorporator
155 Dishman Court
Geneva, FL 32765


~~Renee~~ Felicia King, Registered Agent
155 Dishman Court
Geneva, FL 32732

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