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Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : AKERMAN, SENTERFITT OF JACKSONVILLE

Account Number : 105543000740

Phone : (904) 798-3700

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FLORIDA PROFIT CORPORATION OR P.A.

AUTOFILL ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07 (B)
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
AUTOFILL ENTERPRISES, INC.

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CLERK OF THE STATE
JACKSONVILLE, FLORIDA

ARTICLE I
Name and Duration

The name of the Corporation is **Autofill Enterprises, Inc.** The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

ARTICLE II
Principal Office

The address of the principal office and mailing address of the Corporation is 4905 Belfort Rd., Suite 110, Jacksonville, Florida, 32256.

ARTICLE III
Registered Office and Agent

The street address of the registered office in the State of Florida is 4905 Belfort Rd., Suite 110, Jacksonville, Florida, 32256 in the County of Duval. The name of the registered agent at such address is Sten Corfitsen.

ARTICLE IV
Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V
Capital Shares

1. The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is:

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(a) Two hundred fifty million (250,000,000) shares of common stock ("Common Stock"), par value \$0.001 per share; and

(b) Eighty million (80,000,000) shares of preferred stock, par value \$0.001 per share.

2. Except as specifically provided in this Article V, the rights, preferences, powers and privileges of the shares of the preferred stock and the restrictions, limitations and qualifications thereof shall be determined by the Board of Directors in the resolution or resolutions by which it authorizes the issuance of such stock. By way of illustration, and not by way of limitation, the Board of Directors shall have the power to decide on the following terms: (1) whether the shares of preferred stock shall be issued in one or more series at one time, or from time to time; (2) whether and to what extent the shares of any series of preferred stock shall be participating; (3) the dividend rate or rates, if any, on the shares of any series of preferred stock and the relation which dividends on any series of preferred stock shall bear to the dividends payable on any other kind or kinds, or of any other class or classes of any kind or kinds, or of any other series of any class or classes of capital stock of the Corporation; (4) the terms and conditions upon which and the periods in respect to which any such dividends shall be payable; (5) whether and upon what conditions any dividends on any series of preferred stock shall be cumulative and, if cumulative, the date or dates from which dividends shall accumulate; (6) whether the shares of any series shall be limited with respect to participation in dividends, if any, or whether they shall participate in dividends over and above the dividend rate, if any, provided for the shares of such series; (7) whether any such dividends shall be payable in cash, in shares of such series, in shares of any other kind or kinds, or of any other class or classes of any kind or kinds, or of any other series of any class or classes of capital stock of the Corporation, or in other property, or in more than one of the foregoing; (8) whether the shares of any series of preferred stock shall be redeemable or callable, the limitations and restrictions with respect to such redemptions or calls, the time or times when, the price or prices (which may be greater than par value) at which and the manner in which shares of any series shall be redeemable or callable, including the manner of selecting shares of the series for redemptions or calls if less than all such shares are to be redeemed or called; (9) whether the shares of any series of preferred stock shall be subject to the operation of a purchase, retirement or sinking fund, and, and, if so, whether and upon what conditions the purchase, retirement or sinking fund shall be cumulative or noncumulative, and the extent to which and the manner in which the fund shall be applied to the purchase or redemption of the shares of the series for retirement or to other corporate purposes and the terms and provisions relative to the operation thereof; (10) the terms on which any series of preferred stock shall be convertible into or exchangeable for shares of any other kind

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or kinds, or any other class or classes of any kind or kinds, or of any other series of any class or classes of capital stock of the Corporation, and the price or prices or the rate or rates of conversions or exchange and the method, if any, of adjusting the same, and any other terms and conditions of such conversion or exchange; (11) the matters on which the holders of any series of preferred stock shall be entitled to vote, either together with others or separately as a class; (12) the preferences of any series in respect to the assets of the Corporation upon voluntary and involuntary liquidation, dissolution, distribution of assets and winding-up the Corporation, including the amount (which may be greater than par value) payable to holders of any series before any amount is payable to the holders of common stock or any other subordinate kind or kinds or any other subordinate class or classes of any kind or kinds of capital stock; (13) any other rights, preferences, power and privileges and relative, participating, optional or other special rights and qualifications of or limitations or restrictions on any series which the Board of Directors may deem advisable, provided they are not inconsistent with the provisions of these Articles of Incorporation. Notwithstanding anything in this Article V to the contrary, each share of preferred stock of any series shall stand on a parity with each other share of preferred stock of that series and of any other series of preferred stock upon the voluntary or involuntary liquidation, dissolution or distribution of assets, or winding-up of the Corporation.

3. Each share of common stock shall have one vote on every matter coming before any meeting of the stockholders or otherwise to be acted upon by stockholders. Notwithstanding anything in this Article V to the contrary, each share of preferred stock of any series with voting rights and privileges shall have the same voting rights and privileges as each other share of that series. Shares of any series of preferred stock shall be entitled to vote as a class on matters specified by the Board of Directors in the resolution or resolutions by which it authorizes the issuance of preferred stock of such series.

4. No holder of any shares of capital stock of any kind, class or series or of any other securities or obligations of this Corporation shall have, as a matter of right, any preemptive, preferential or other right to subscribe for, purchase or receive any shares of the capital stock of any kind, class or series, or any other securities or obligations convertible into or exercisable or exchangeable for shares of stock or other securities or obligations of the same or any other kind, class or series, whether now or hereafter authorized.

5. Upon the effectiveness of a division or combination of shares of certain classes or series of the stock of the Corporation, the authorized shares of the classes or series affected by such division or combination shall not be reduced or increased, respectively, by the same percentage by which the issued shares of such classes or series were reduced or increased as a result of such division or

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combination, unless otherwise determined by the Board of Directors.

ARTICLE VI
Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Sten Corfitsen	4905 Belfort Rd., Suite 110 Jacksonville, Florida, 32256

ARTICLE VII
Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the persons who shall serve as the initial directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Sten T. Corfitsen	4905 Belfort Rd., Suite 110 Jacksonville, Florida, 32256
Johan Hove	10180 New Berlin Road Jacksonville, FL 32226
Peter W. Boman	Box 1515 11185 Stockholm Sweden

ARTICLE VIII
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all

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rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Affiliated Transactions; Control Share Acquisitions

The Corporation hereby elects not to be governed by Sections 607.0901 and 607.0902 of the Florida Business Corporation Act with respect to affiliated transactions and control share acquisitions, respectively, as such may be amended from time to time, or any corresponding statute enacted after the date of these Articles of Incorporation.

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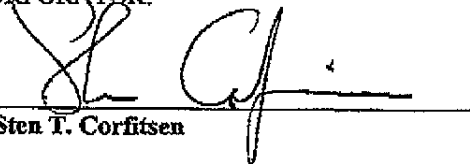
The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, this February 4, 2002.

INCORPORATOR:

By:

Sten T. Corfitsen

A handwritten signature in black ink, appearing to read 'Sten T. Corfitsen', is written over a horizontal line. The signature is stylized with a large 'S' and 'C'.

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REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Autofill Enterprises Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named **Sten Corfitsen**, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with § 607.0501, Fla. Stat.

REGISTERED AGENT.

By:


Sten Corfitsen

DATED: February 4, 2002

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TALLAHASSEE, FLORIDA

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