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TRANSMITTAL LETTER

March 15, 2002

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

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-03/18/02--01054--016
*****70.00 *****70.00

SUBJECT: M.S.D. INTERNATIONAL, INC.

Enclosed please find the original Articles of Incorporation for the above named proposed Florida Corporation. Also enclosed is a check for the amount stated below:

\$ 70.00 Filing Fee
 \$ 78.75 Filing Fee and Certified Copy

Thank you for your courtesies in this matter.

Sincerely,

JOSEPH G. EVANSON
Encl. (as stated)

FILED
02 MAR 18 PM 12:41
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

M.S.D. INTERNATIONAL, INC.

ARTICLE 1. CORPORATE NAME

The name of this Corporation is M.S.D. INTERNATIONAL, INC., and its business address is 1943 A Rainbow Dr., Clearwater, Florida 33765.

ARTICLE 2. NATURE OF BUSINESS

This corporation may engage in or transact: Automotive Repair and Parts, as well as any lawful activity under the laws of Florida.

ARTICLE 3. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having no par value.

ARTICLE 4. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE 5. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office for this Corporation in the State of Florida shall be: LAZARO C. LOPEZ; 1943 A Rainbow Dr., Clearwater, FL 33765. The board of directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE 6. BOARD OF DIRECTORS

This Corporation shall have one director(s) initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE 7. INITIAL DIRECTOR

The name(s) and street address(es) of the initial director(s) of this Corporation is (are), LAZARO C. LOPEZ, 1943 a Rainbow Dr., Clearwater, FL 34765. The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until their successor(s) is (are) elected or appointed and have qualified, whichever occurs first.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 8. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator is LAZARO C. LOPEZ, 1943 A Rainbow Dr., Clearwater, FL 34765.

ARTICLE 9. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

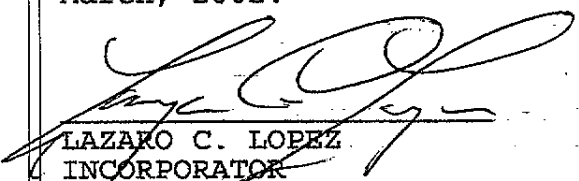
ARTICLE 10. PRE-EMPTIVE RIGHTS

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

ARTICLE 11. INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 12 day of March, 2002.


LAZARO C. LOPEZ
INCORPORATOR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 48.091, the following is submitted:

That M.S.D. INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida has named LAZARO C. LOPEZ, located at 1943 A Rainbow Dr., Clearwater, FL 33765, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



LAZARO C. LOPEZ
REGISTERED AGENT