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August 21, 2002

EFFECTIVE DATE
9/1/2002

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

Re: Dirt Cheap Industries, Inc.

3000007338393--4
-08/26/02--01049--020
*****78.50 *****78.50

Dear Sir/Madam:

Enclosed please find original and one copy of the Articles of Incorporation for Dirt Cheap Industries, Inc. together with original and one copy of the Certificate Designating Registered Agent. Also enclosed is our check in the amount of \$78.50 to cover the cost of filing.

Very truly yours,

MOORE, HILL & WESTMORELAND, P.A.

Bev Ellis

Bev Ellis
Paralegal to
SARAH B. DYRDA

/ble

Enclosures

FILED
02 AUG 26 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/ 8-27-02

4

EFFECTIVE DATE
9/1/2002

FILED

ARTICLES OF INCORPORATION
OF
DIRT CHEAP INDUSTRIES, INC.

02 AUG 26 PM 12:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, who desires to form a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I-NAME

The name of this corporation is **DIRT CHEAP INDUSTRIES, INC.**

ARTICLE-II-DURATION

This corporation shall have perpetual existence commencing on September 1, 2002 at 12:00 A.M. after the filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V- PREEMPTIVE 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 issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal office of this corporation is 1419 Glenmore Drive, Cantonment, Florida 32533, and the name of the initial registered agent of this corporation at that address is **GORDON GREGORY DOYLE, II.**

ARTICLE VII-INCORPORATORS

The name and address of the Incorporator signing these articles is: Gordon Gregory Doyle, II, 1419 Glenmore Drive, Cantonment, Florida 32533.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The name and address of the first Board of Directors is:

Gordon Gregory Doyle, II
1419 Glenmore Drive
Cantonment, Florida 32533

ARTICLE IX-INDEMNIFICATION

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

ARTICLE X-AMENDMENT

These Articles of Incorporation may be amended in any manner provided by Florida law.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 14th day of August, 2002.


GORDON GREGORY DOYLE, II

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 14th day of August, 2002 by **GORDON GREGORY DOYLE, II**, who is personally known to me or who has produced FL Drivers License as identification.

Francis R. Everidge
Notary Public, State of Florida
My comm. expires Dec. 26, 2003
Comm. No. CC 897604


Francis R. Everidge NOTARY PUBLIC
(Printed Name)

State of Florida at Large

My Commission Expires: Dec. 26, 2003

ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT

FILED

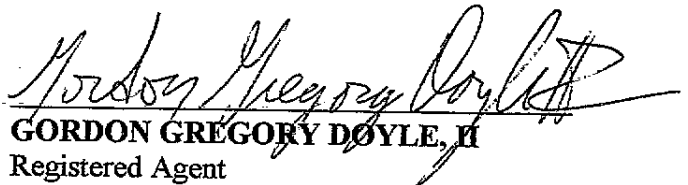
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Gordon Gregory Doyle, II, having been named as the Registered Agent to accept service of process for Dirt Cheap Industries, Inc., a Florida corporation hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: _____

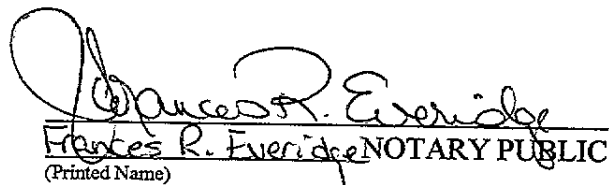
8/14/02


GORDON GREGORY DOYLE, II
Registered Agent

STATE OF FLORIDA
COUNTY OF ESCAMBLA

The foregoing instrument was acknowledged before me this 14th day of August, 2002 by **GORDON GREGORY DOYLE, II**, who is personally known to me or who has produced FL Drivers License as identification.

Frances R. Everidge
Notary Public, State of Florida
My comm. expires Dec. 26, 2003
Comm. No. CC 897604


Frances R. Everidge NOTARY PUBLIC
(Printed Name)

State of Florida at Large

My Commission Expires: Dec 26, 2003