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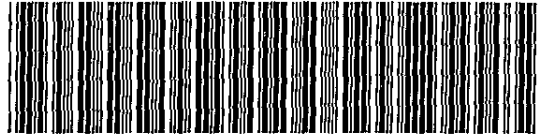
(Business Entity Name)

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06/26/03--01021--020 **78.75

FILED
Jun 26, 2003 08:00 AM
Secretary of State

DB 7/1

Richard W. Proulx
5090 Fayann Street
Orlando, Florida 32812

June 24, 2003

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

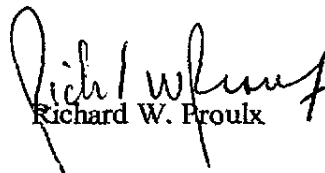
Ladies and Gentlemen:

Enclosed is Articles of Incorporation and Certificate of Registered Agent, for Motorcare
Novelties, Inc.

I have also enclosed my check in the amount of \$78.75, consisting of the \$35.00 filing fee, \$35.00
Registered Agent Fee, and \$8.75 for a certified copy.

Please file and return to my attention.

Thank you,


Richard W. Proulx

ARTICLES OF INCORPORATION

OF

MOTORCARE NOVELTIES, INC.

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Article 1 – Name

The name of this corporation is MOTORCARE NOVELTIES, INC.

Article 2 – Duration

This corporation shall exist perpetually.

Article 3 – Purpose

This corporation is organized to do any and all business permitted under the laws of the State of Florida.

Article 4 – Capital Stock

This corporation is authorized to issue Five Hundred (500) shares of One (\$1.00) Dollar par value common stock.

Article 5 – Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 5090 Fayann, Orlando, Florida 32812. The initial Registered Agent of this corporation is RICHARD W. PROULX, whose street address is 5090 Fayann Street, Orlando, Florida 32812.

Article 6 – Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation are:

RICHARD W. PROULX, President/Director
5090 Fayann Street
Orlando, Florida 32812

Article 7 – Incorporator

The name and address of the person signing these articles:

RICHARD W. PROULX
5090 Fayann Street
Orlando, Florida 32812

Article 8 – Voting Rights

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares.

Article 9 – By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

Article 10 – Calling of Special Meetings

Special meetings of the shareholders may be called in any manner provided by law or the by-laws.

Article 11 – Shareholder Quorum and Voting

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Article 12 - Powers

The corporation shall have all the powers enumerated in the Florida General Corporation Act.

Article 13 – Director Quorum and Voting

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

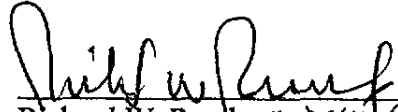
Article 14 – Action by Directors Without a Meeting

The Directors of this corporation may take action by written consent, without a meeting, as provided by law.

Article 15 - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.



IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of June, 2003.


Richard W. Proulx FL DANC PL#2-739-36-402-0 BW

STATE OF FLORIDA)
)
COUNTY OF ORANGE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Richard W. Proulx known to and by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid, this 27 day of June, 2003.


Notary Public
My Commission Expires: MAY 26, 2007
 Eileen M. Loughlin
My Commission DD213454
Expires May 26, 2007

CERIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

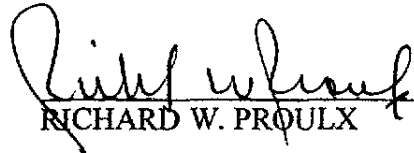
The following is submitted pursuant to Chapters 48.091 (1) and 607.034
of the Florida Statutes:

MOTORCARE NOVELTIES, INC., desiring to organize under the laws
of the State of Florida, being in the County of Orange, at 5090 Fayann Street, Orlando,
Florida 32812, has named RICHARD W. PROULX, located at that same address, as its
initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated
corporation, at the initial registered office of the Corporation in this State, I hereby
accept to act in this capacity and agree to comply with the provisions of said statute
relative to keeping the registered office of the corporation open from 10:00 A.M. to Noon
each day, except Saturdays, Sundays and legal holidays, and to post therein a sign
designating the name of the corporation and the name of its registered agent.

Dated this 24 day of June, 2003.


RICHARD W. PROULX

FILED
Jun 26, 2003 08:00 AM
Secretary of State