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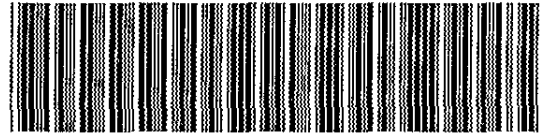
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 245528 7200721

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70.00

ORDER DATE : September 17, 2003

ORDER TIME : 11:12 AM

ORDER NO. : 245528-005

CUSTOMER NO: 7200721

CUSTOMER: Scott L. Glazier, Esq
Glazier & Glazier, P.a.

Suite 504
8825 Perimeter Park Blvd.
Jacksonville, FL 32216

DOMESTIC FILING

NAME: CLASSIC ACQUISITION CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd - EXT. 1140

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 17, 2003

CSC

SUBJECT: CLASSIC ACQUISITION CORP.
Ref. Number: W03000026607

RESUBMIT
Please give original
submission date as file date.

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We have received your document for CLASSIC ACQUISITION CORP.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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Letter Number: 603A00051569

ARTICLES OF INCORPORATION
OF
CLASSIC AMERICAN ACQUISITION CORP.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLE I - NAME

The name of this Corporation is 'CLASSIC AMERICAN ACQUISITION CORP.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be ten million (10,000,000) shares of common stock at a par value of One Cent (\$0.01) per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 9309 Old Kings Road South, Suite 1, Jacksonville, Florida 32257. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII – INITIAL DIRECTORS

The name and street address of the members of the first Board of Directors are:

Paul G. Axtell
13834 Port Harbor Court
Jacksonville, Florida 32224

Jerry W. Davis
8210 Bahia Blanca Court
Jacksonville, Florida 32256

ARTICLE IX – INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Scott L. Glazier
Glazier & Glazier, P.A.
8825 Perimeter Park Boulevard, Suite 504
Jacksonville, Florida 32216

ARTICLE X – SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 8825 Perimeter Park Blvd., Suite 504, Jacksonville, Florida 32216, and the name of the initial registered agent of this Corporation at that address is GLAZIER & GLAZIER, P.A.

ARTICLE XII – AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII – EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

Scott L. Glazier (SEAL)
SCOTT L. GLAZIER

"Incorporator"

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for CLASSIC AMERICAN ACQUISITION CORP., a Florida Corporation, in accordance with Florida Statutes, Section 607.0501.

GLAZIER & GLAZIER, P.A.

By: Scott L. Glazier (SEAL)
Scott L. Glazier
Its: Vice President

"Registered Agent"

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