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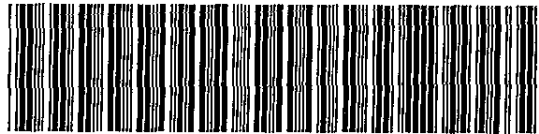
(Business Entity Name)

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CLERK OF STATE
TALLAHASSEE FLORIDA

52 1/16/04

ROBERT R. CARBONELL, P.A.

**ATTORNEY AT LAW
800 WEST PLATT STREET, SUITE 8
TAMPA, FLORIDA 33606**

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(813) 258-3159**

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(813) 258-3827**

December 18, 2003

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

RE: ERNIE'S CUSTOM SEAT COVERS, INC.

Dear Sir:

Enclosed, please find an original and one copy of the Articles of Incorporation on the above referenced corporation along with our check in the amount of 78.75 for the filing of same. We would appreciate the return of a certified copy.

Thank you for your usual cooperation.

Very truly yours,


ROBERT R. CARBONELL, ESQUIRE

RRC/mc

Enclosure

FILED
2004 JAN -8 AM 9:44
DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
ERNIE'S CUSTOM SEAT COVERS, INC.

FILED
2004 JAN -8 AM 9:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned does hereby, on behalf of himself and assigns, form a corporation under the provisions of Chapter 607, Florida Statutes, and does hereby accept all the right, privileges, benefits and obligations conferred and imposed by said Statute, and does hereby adopt the following Articles of Incorporation as the Charter of the corporation hereby organized.

ARTICLE I

The name of the corporation shall be:

ERNIE'S CUSTOM SEAT COVERS, INC.

ARTICLE II

The general nature of the business or purposes to be conducted or promoted by the Corporation are to own, use, buy, sell, lease, hire, and deal in and with articles and property of all kinds and to render services of all kinds and to engage in any lawful act or activity which corporations may be organized under the general corporate law of the State of Florida; except that the Corporation is not to conduct a bank, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, co-operative association, fraternal benefits society, state fair or exposition.

The Corporation shall have power:

1. To act as broker, agent or factor for any person, firm or corporation.

2. To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain and operate, and to sell, convey, lease, exchange or otherwise alienate and dispose of, and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interstate therein.

3. To borrow or raise money for any of the purposes of the Corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure payment thereof and any interest therein by mortgage, pledge, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

4. To enter into, make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature, with any person, firm, corporation, association or

syndicate, or any private, public or municipal body politic existing under any government of the United States or of any state, territory, colony, or dependency thereof or foreign government, so far as or to the extent that the same may be done or performed pursuant to law.

5. In general, to do any and all things and acts herein set forth to the same extent as natural persons could do and in any part of the world, as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any corporation, association, partnership, firm, trustee, syndicate, entity or individual; to establish one or more office, both within the State of Florida and in any part or parts of the world, at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida, and in any and all other states, territories, districts, dependencies, colonies or possessions, in the United States of America and in any foreign countries.

6. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

The corporation shall have, in addition to the foregoing

powers, all powers granted by the laws of the State of Florida to corporations of the character of this Corporation, and the enumeration of the foregoing powers shall not be construed as a limitation upon any powers granted by the laws of Florida.

ARTICLE III

The amount of capital stock authorized shall consist of **One Hundred (100) Shares** of common stock of the par value of **One Dollar (\$1.00)** each, which said stock shall be paid for in cash, or in property, labor or services, at a just valuation fixed by the Directors at a meeting called for such purposes. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

ARTICLE IV

The amount of capital with which the Corporation will begin business is the sum of **Five Hundred Dollars (\$500.00)**.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The street address of the registered office is **3215 Dewey Street Tampa, Florida 33607** and the principal place of business and mailing address of the Corporation shall be **1102 E. Hillsborough Avenue, Tampa, Florida 33604**, or as may from time to time be fixed by the Board of Directors.

ARTICLE VII

The number of Directors of the Corporation shall be not less than one (1) nor more than seven (7) and shall be one (1) until such time as the number of Directors may be increased or decreased by action taken in accordance with the By-laws of the Corporation.

ARTICLE VIII

The name and street address of the members of the First Board of Directors and of the first officers, who, unless otherwise provided by the By-laws, shall hold office for the first year of the Corporation or until his successors are elected or appointed and have qualified, is (are):

BOARD OF DIRECTORS

ERNEST DELGADO, PRESIDENT
3215 Dewey Street
Tampa, Florida 33607

OFFICERS

ERNEST DELGADO, PRESIDENT
3215 Dewey Street
Tampa, Florida 33607
ERNEST A. DELGADO, SECRETARY/TREASURER

ARTICLE IX

The name and street address of the subscriber to these Articles of Incorporation and the number of shares of stock which he agrees to take are as follows:

| <u>Name</u> | <u>Address</u> | <u>No. Shares</u> | <u>Price</u> |
|----------------|---|-------------------|--------------|
| ERNEST DELGADO | 3215 Dewey Street Tampa, Florida 33607 | 100 Shares: | \$1.00/Share |

ARTICLE X

Pursuant to Florida Statutes 607.034, the Corporation names

ERNEST DELGADO/3215 Dewey Street Tampa, Fl 33607

as Registered Agent to accept service of process within this State.

ARTICLE XI

For the regulation of the business and for the conduct of the affairs of the Corporation, and to create, divide, limit and regulate the powers of the Corporation, the Directors and the stockholders, provision is made as follows:

1. General authority is hereby conferred upon the Board of Directors of the Corporation, except as the stockholders may otherwise from time to time provide or direct, to fix the consideration for which shares of stock of the Corporation shall be issued and disposed of, and to provide when and how such consideration shall be paid.

2. Meetings of the Incorporator, of the stockholders and of the directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

3. All Corporate powers, including the sale, mortgage, hypothecation, and pledge of the whole or any part of the Corporate property, shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

4. The Board of Directors shall have power from time to

the Corporation and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own capital stock, to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient, but any shares of such capital stock so purchased or acquired may be resold unless such shares shall have been retired in the manner provided by law for the purpose of decreasing the Corporation's capital stock.

5. The Board of Directors may designate from their number an executive committee, which shall, for the time being, in the intervals between meetings of the Board and to the extent provided by the By-laws and authorized by law, exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.

6. Any one or more or all of the directors may be removed, either with or without cause, at any time, by the vote of the stockholders holding a majority of the stock entitled to vote of the Corporation, at any special meeting, and thereupon the term of each director or directors who shall have been so removed shall forthwith terminate, and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided in the by-laws.

7. Any officer of the Corporation may be removed either with

or without cause, at any time, by vote of a majority of the Board of Directors.

8. No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, nor shall such contract or other transaction be affected by the fact that the directors or officers of the Corporation are personally interested therein. Any director or directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by the fact that any director or directors or officer or officers of this Corporation is a party or parties to, or interested in, such contract, act or transaction or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the Corporation for the benefit of himself or of any firm, association or corporation in which he may be anywhere be interested.

9. Subject also to By-laws made by the stockholders, the Board of Directors may make By-laws, but any By-laws made by the Board of Directors may be altered or repealed by the stockholders.

IN WITNESS WHEREOF, the above-named Incorporator has hereunto subscribed his name this 18th day of December, 2003.


ERNEST DELGADO
PRESIDENT

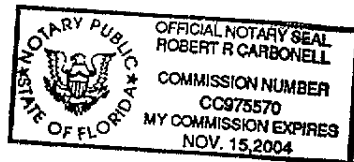
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared **ERNEST DELGADO**, who, to me well known and well known to be the person described in and who subscribed his name to the foregoing Articles of Incorporation and he severally acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and seal at Tampa, Florida, this 18th day of December, 2003.


NOTARY PUBLIC

My commission expires:



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

IN COMPLIANCE WITH SECTION 48-091, FLORIDA STATUTES

The following is submitted:

FIRST, that ERNIE'S CUSTOM SEAT COVERS, INC.

Name of corporation
desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business at TAMPA, FLORIDA

City
State of Florida, has named ERNEST DELGADO

Name of resident agent
Located at 3215 Dewey Street

City of Tampa, State of Florida, as its Agent to accept
service of process within Florida.

Ernest Delgado
Corporate officer/ERNEST DELGADO

President

Title

12/18/03
Date

Having been named to accept service of process for the above
stated Corporation, at the place designated in this Certificate, I
hereby agree to act in this capacity and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

Ernest Delgado
Resident agent

ERNEST DELGADO

12/18/03
Date

2004 JAN - 8 AM 9:44
FILED
CLERK OF STATE
TALLAHASSEE FLORIDA