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BCDF Brown Clark DeMay & Froman

A Professional Association

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Sarasota City Center, Suite 1100
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Additional Jurisdictions:
Jennifer G. Maglio-D.C.

•Certified Circuit Court Mediator
•Board Certified Workers' Compensation Attorney

January 19, 2004

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

FILED
2004 JAN 21 PM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Backyard Automotive, Inc.

Dear Sir or Madam:

Enclosed herein for filing with the Division for Corporations are the original Articles of Incorporation of Backyard Automotive, Inc. and Certificate Designating Registered Agent, along with an extra copy of the Articles. Also enclosed is our firm check in the amount of \$78.75 representing the filing and certified copy fees for the above corporation.

If you have any questions, please do not hesitate to contact our office.

Very truly yours,

BROWN CLARK DEMAY & FROMAN
A PROFESSIONAL ASSOCIATION

By: 
Jennifer G. Maglio, Esquire

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Enclosures

cc: Mr. and Mrs. John Knapko

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BACKYARD AUTOMOTIVE, INC.

ARTICLE I—NAME

The name of this corporation is Backyard Automotive, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business for this corporation will be 6442 Wellesley Drive, Bradenton, Florida 34207.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business and/or carrying out its business of Internet based services for the restoration of classic cars.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of One Cent (\$.01) par value common stock which shall be designated as "Common Shares."

ARTICLE VI - 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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1819 Main Street, Suite 1100, Sarasota, Florida, 34236, and the name of the initial registered agent of this corporation at that address is Jennifer G. Maglio.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name(s) and address(es) of the initial Board of

Directors of the corporation is:

John P. Knapko
6442 Wellesley Drive
Bradenton, FL 34207

President, Secretary

Angela Knapko
6442 Wellesley Drive
Bradenton, FL 34207

Vice President, Treasurer

ARTICLE IX - INCORPORATORS

The name and address of the Incorporator signing these articles is: JENNIFER G. MAGLIO, ESQUIRE, 1819 Main Street, Suite 1100, Sarasota, FL 34236

ARTICLE X - INDEMNIFICATION

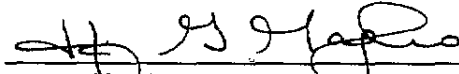
The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 20th day of January, 2004.

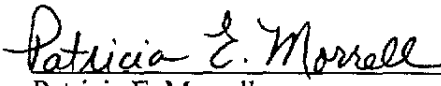
BACKYARD AUTOMOTIVE, INC.

By 
Jennifer G. Maglio, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jennifer G. Maglio, as Incorporator for BACKYARD AUTOMOTIVE, INC., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 20th day of January, 2004.


Patricia E. Morrell
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



Patricia E. Morrell
MY COMMISSION # DD167017 EXPIRES
December 28, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

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

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that BACKYARD AUTOMOTIVE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 6442 Wellesley Drive, Bradenton, FL 34207, has named **JENNIFER G. MAGLIO, ESQUIRE**, located at BROWN CLARK DeMAY & FROMAN, P.A., 1819 MAIN STREET, SUITE 1100 SARASOTA, FLORIDA, 34236, as its agent to accept service of process within Florida.

Dated: January 20, 2004.


JENNIFER G. MAGLIO, Incorporator

Having been named to accept service of process for the above named 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 performance of my duties.

By 
JENNIFER G. MAGLIO, ESQUIRE
Registered Agent

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TALLAHASSEE, FLORIDA