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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05-20-04  
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**NORTH TAMPA LAW CENTER**  
**of Gregory Paules, P.A.**  
**Attorney At Law**

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(813) 935-1704  
(813) 935-2486  
(813) 935-3834

12421 N. Florida Avenue  
Suite B-122  
Tampa, Florida 33612

(813) 935-5904 Fax  
E-mail: gpaules@earthlink.net

May 18, 2004

Corporate Records Bureau  
Division of Corporation  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

RE: Fusion Automotive, Inc.

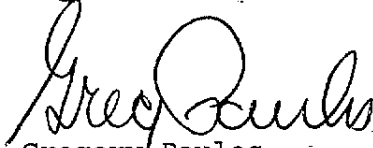
Dear Person:

Enclosed please find Articles of Incorporation for the subject corporation and our check in the amount of \$78.75 to cover the following:

Filing Fee	\$70.00
Certification Fee	\$8.75
Total:	\$78.75

We would appreciate your filing these Articles, certifying them as the Articles of Incorporation, and returning them to our office.

Regards,

  
Gregory Paules  
Attorney at Law

GP/bkb  
Enclosures

cc: Harold Dunn

ARTICLES OF INCORPORATION

OF

FUSION AUTOMOTIVE, INC.

We, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of a Corporation for profit.

ARTICLE I - NAME

The name of the Corporation shall be:

FUSION AUTOMOTIVE, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing May 18, 2004.

ARTICLE III - PURPOSE

The purpose of the Corporation is to engage in all phases of automotive mechanical repair and service and any other business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7000 shares of \$1.00 par value common stock, which should be designated "Common Shares".

These Articles of Incorporation have been prepared by:  
NORTH TAMPA LAW CENTER OF GREGORY PAULES, P.A.  
12421 North Florida Avenue  
Suite B-122  
Tampa, Florida 33612  
Telephone No. (813) 935-1704

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**ARTICLE V - CAPITAL**

The amount of capital with which the Corporation will begin business shall be \$1,000.00.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The business address of the initial registered agent of the Corporation is:

9713 North Nebraska Avenue  
Tampa, Florida 33612

The name of the initial registered agent of this Corporation at the above address is:

**HAROLD DUNN**

**ARTICLE VII - PRINCIPAL OFFICE**

The address of the Corporation's principal office is:

9713 North Nebraska Avenue  
Tampa, Florida 33612

**ARTICLE VIII - DIRECTORS**

This Corporation shall have four directors initially. The number of directors may be increased or decreased from time to time by a majority vote of the stockholders but there shall never be less than four.

**ARTICLE IX**

The names and street addresses of the members of Board of Directors are as follows:

**HAROLD DUNN**  
6348 Chiswick Court  
New Port Richey, Florida 34655

**SEAN FARMER**  
2507 Lake Ellen Lane  
Tampa, Florida 33618

CHRISTOPHER EVERSOLE  
5123 Ellendale Avenue  
Tampa, Florida 33625

CHARLES MARTOGLIO  
13723 Country Court Drive  
Tampa, Florida 33625

ARTICLE X - INCORPORATORS

The name and address of the initial subscriber signing these Articles is as follows:

HAROLD DUNN  
6348 Chiswick Court  
New Port Richey, Florida 34655

SEAN FARMER  
2507 Lake Ellen Lane  
Tampa, Florida 33618

CHRISTOPHER EVERSOLE  
5123 Ellendale Avenue  
Tampa, Florida 33625

CHARLES MARTOGLIO  
13723 Country Court Drive  
Tampa, Florida 33625

ARTICLE XI - BY LAWS

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by any shareholder may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or this Corporation. The price and terms of which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XIII - ADOPTION OF BY LAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the by laws and the transaction of such business as may come before the meeting.

ARTICLE XIV - AMENDMENTS

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 shareholder is subject to this reservation.

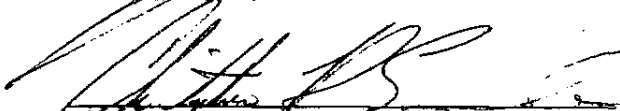
ARTICLE XV

The corporation hereby elects to be treated as a Sub Chapter S corporation for federal tax purposes.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals to these Articles of Incorporation, on this 18<sup>th</sup> day of May, 2004.

  
HAROLD DUNN

  
SEAN FARMER

  
CHRISTOPHER EVERSOLE

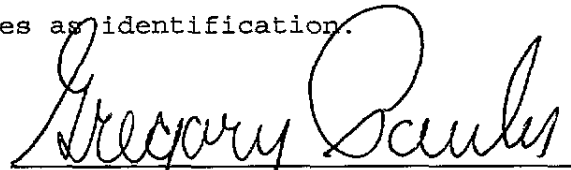
  
CHARLES MARTOGLIO

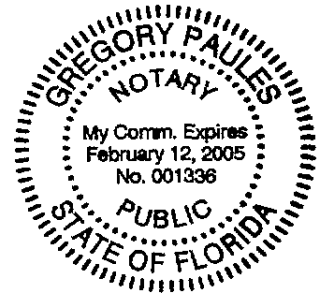
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared, HAROLD DUNN, SEAN FARMER, CHRISTOPHER EVERSOLE and CHARLES MARTOGLIO being first duly sworn, depose and say that they are the individuals subscribed in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed same for the purpose therein expressed.

WITNESS my hand and official seal in the above named County and State this 18<sup>th</sup> day of May, 2004 by the above named persons who have produced Florida Drivers' Licenses as identification.

  
NOTARY PUBLIC, STATE OF FLORIDA



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

FUSION AUTOMOTIVE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Tampa, Florida has named HAROLD DUNN, 9713 North Nebraska Avenue, Tampa, Florida 33612, at that address, as its 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 place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

  
HAROLD DUNN

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04 MAY 19 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA