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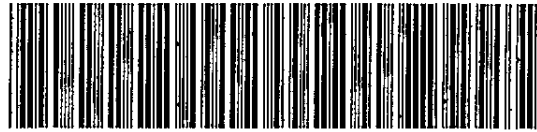
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Victoria Elliot
ATTORNEY AT LAW
132 Sands Point Drive
Tierra Verde, Florida 33715

Telephone : 727 865 1865
Telecopier : 208 988 3912

July 29, 2004

Florida Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

Ladies and Gentlemen:

I enclose two copies of Articles of Incorporation for Varages North America, Inc. together with two copies of a Certificate of Designation for the Registered Agent for such corporation. I include a check for \$70 to cover the filing fees for the Articles as well as the Designation of Registered Agent. Kindly return a file stamped copy of these documents to the undersigned at the address noted above. Thank you.

Sincerely,


Victoria Elliot

**ARTICLES OF INCORPORATION OF
VARAGES NORTH AMERICA, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is Varages North America, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office and mailing address is 6151 Lake Osprey Drive, Sarasota, Florida 34240.

ARTICLE III
PURPOSE AND EFFECTIVE DATE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida. The Corporation's effective date of formation shall be the date these Articles are filed with the Secretary of State of Florida.

ARTICLE IV
CAPITAL STOCK

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Ten Million (10,000,000) consisting of (i) Five Million (5,000,000) shares of Class A Common Stock, \$.001 par value per share (the "Class A Common Stock"), and (ii) Five Million (5,000,000) shares of Class B Common Stock, \$.001 par value per share (the "Class B Common Stock" and, collectively with the Class A Common Stock, the "Common Stock"). Each holder of record of shares of Class A Common Stock shall be entitled to vote at all meetings of the stockholders and shall have two votes for each share held by him of record. Each holder of record of shares of Class B Common Stock shall be entitled to vote at all meetings of the stockholders and shall have one vote for each share held by him of record. The holders of shares of Common Stock shall be entitled to receive on a pari passu basis, when and as declared by the Board of Directors of the Corporation, out of the assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Jerry Ogle	6151 Lake Osprey Drive Sarasota, Florida 34240

ARTICLE VII
INCORPORATOR

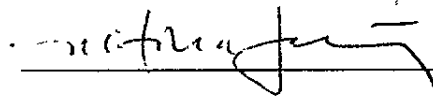
The name and address of the person signing these Articles as Incorporator are as follows:

<u>Name</u>	<u>Address</u>
Victoria J. Elliot	132 Sands Point Drive Tierra Verde, Florida 33715

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a director, officer, employee or agent of the Corporation or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

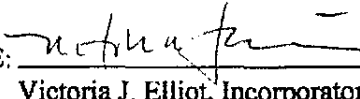
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of July, 2004.


Victoria J. Elliot, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Varages North America, Inc.
2. The name and address of the registered agent and office are: Jerry Ogle, 6151 Lake Osprey Drive, Third Floor, Sarasota, Florida 34240.

SIGNATURE: 
Victoria J. Elliot, Incorporator

DATE: July 22, 2004

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 
Jerry Ogle, Registered Agent

DATE: July 22, 2004

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CLERK OF STATE
TALLAHASSEE, FLORIDA