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TALLAHASSEE, FLORIDA

1-3

LANDIS GRAHAM FRENCH, P.A.

ATTORNEYS AT LAW

ESTABLISHED 1902

OFFICES IN DAYTONA BEACH, DELAND AND DELTONA, FLORIDA

R. MICHAEL KENNEDY

444 Seabreeze Boulevard, Suite 1001
Daytona Beach, Florida 32118

TELEPHONE (386) 252-4717

Facsimile (386) 253-7352

December 28, 2004

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Capers Muscle Cars of Daytona, Inc.

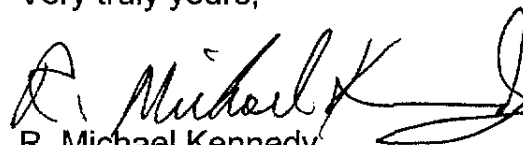
Dear Sirs:

Enclosed are the original and two copies of the Articles of Incorporation for the referenced corporation, together with our firm's check of \$78.75 for cost of the following:

Filing Fee and Registered Agent Fee	\$70.00
Certified copy of	
Articles of Incorporation	+ <u>8.75</u>
Total:	\$78.75

Please return the certified copy to the attention of the undersigned. Thank you for your attention to this request.

Very truly yours,


R. Michael Kennedy

RMK/kus

Enclosures

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**ARTICLES OF INCORPORATION
OF
CAPERS MUSCLE CARS OF DAYTONA, INC.**

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is CAPERS MUSCLE CARS OF DAYTONA, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock, each having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

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DAYTONA, FLORIDA

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The street address of the principal office of this corporation shall be 322 Ridgewood Avenue, Holly Hill, Florida 32117. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VII - DIRECTOR

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the Bylaws adopted by the shareholders, provided it shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the Board of Directors who shall hold office until his successor or successors are elected and have qualified are:

NAME

ADDRESS

JOHN CAPERS

322 Ridgewood Avenue
Holly Hill, Florida 32117

ARTICLE IX - SUBSCRIBERS

The name and street address of the subscribers of these Articles of Incorporation and the number of shares of stock each has agreed to take are as follows:

NAME

ADDRESS

SHARES

JOHN CAPERS

322 Ridgewood Avenue 1,000
Holly Hill, Florida 32117

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 322 Ridgewood Avenue, Holly Hill, Florida 32117, and the name of the initial registered agent of this corporation at that address is JOHN CAPERS.

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall become effective upon filing with the Florida Secretary of State.

ARTICLE XII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or they already hold, shall have the right to purchase his or their 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 XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals,
acknowledged and filed the foregoing Articles of Incorporation under the laws of
the State of Florida, this 27th day of December,
2004.

John Capers [SEAL]
JOHN CAPERS

STATE OF FLORIDA
COUNTY OF VOLUSIA

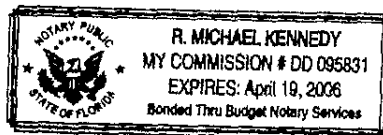
The foregoing instrument was acknowledged before me this 27th day of
December, 2004, by JOHN CAPERS who is personally known to me or who has
produced _____ as identification.

Notary Public
Title/Rank

R. Michael Kennedy
Notary Signature

Commission Number
My Commission Expires:

R. Michael Kennedy
Notary Name Printed



ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, having been named to accept service of process for the above stated Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of Section 48.091, Florida Statutes, and all other provisions thereof, relative to keeping open said office.



JOHN CAPERS

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