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69877

CALIFORNIA CONNECTION, INC.
 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8000
 Mailing Address: P.O. Box 1000, Tallahassee, FL 32301
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Body's Paint, Body
and Restoration Shop, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
500001532115		
09/12/95 0915-1004		
***122.50 ***122.50		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Restatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS _____		

.....
 REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY PAAL _____

WALK-IN Will Pick Up 912-1160

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

**RUDY'S PAINT, BODY, AND
RESTORATION SHOP, INC.**

I, the undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation shall be:

RUDY'S PAINT, BODY, AND RESORTATION SHOP, INC.

ARTICLE II

Nature of Business

The primary nature of this business is to provide complete auto body repairs and restorations, professional custom painting, and detailing services.

This corporation will also engage in any activities or business permitted under the laws of the United States and the State of Florida.

Further, this corporation will be authorized to manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, manage, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative

association, fraternal benefit society, state fair or exposition. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To produce corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences or indebtedness created by other corporations of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges or ownership, including the right to vote such stock.

ARTICLE III

Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is: 20,000 shares of Preferred and/or common stock at sixty cents (\$.60) par value with preemptive rights.

A. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of the one class of common stock of the corporation no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to case, other property, services,

acquisition of other corporations shares or property through merger or extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

B. This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders.

C. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

D. There shall be no more than fifteen (15) shareholders of this corporation at any time. Said shareholders may be real persons and/or legal entities such as corporations, associations, or partnerships.

ARTICLE IV

Term of Existence

This corporation is to exist perpetually.

ARTICLE V

Principal Place of Business

The initial street address of the principal office of this corporation is 1316 East 10th Street, Jacksonville, Florida 32206. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI

Directors

The business affairs of the corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer elected by shareholders as provided by the By-Laws of the corporation. The

shareholders may designate in the By-Laws for the deletion of the office of the Vice-President.

ARTICLE VII

Registered Agent

The initial designation of the registered agent office of this corporation shall be Rodney G. Gregory, Esquire, 3900 Atlantic Boulevard, Jacksonville, Duval County, Florida 32207. Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Rodney G. Gregory, Esquire

ARTICLE VIII

Amendment

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by a majority vote of the shareholders based on a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, RUDOLPH GASKIN, JR., the incorporator, has hereunto set his hand and seal this 27th day of September, 1995.


RUDOLPH GASKIN, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared,
RUDOLPH GASKIN, JR., who, after first being duly sworn, deposes and
says that he is the person described in the foregoing Articles of
Incorporation and he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State
named above, this 7th day of September, 1995.

OFFICIAL NOTARY SEAL
CHLOE L. HEMASON
NOTARY PUBLIC STATE OF FLORIDA
NOTARY PUBLIC
MY COMMISSION EXPIRES: 12/31/97

My commission expires:

SEP 12 1995
95 SEP 12 AM 9:38
STATE OF FLORIDA