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April 11, 1996

Florida Division of Corporation
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Nostalgia Werks, Inc.

200001781112
-04/15/96--01149--006
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find the signed original and one signed copy of Articles of Incorporation of the above mentioned corporation as well as the signed original and one signed copy of the Certification of Designation of Registered Agent. Also enclosed you will find a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office. Please note that in accordance with Section 607.0203, Florida Statutes, and the Articles of Incorporation the date the corporate existence commenced is April 11, 1996.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to call me.

Very truly yours,

Roger B. Rice
Roger B. Rice,
Attorney at Law

RBR/tc

Enclosures

4-17-96
FILED
96 APR 15 AM 9:34
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
NOSTALGIA WERKS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be Nostalgia Werks, Inc.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual or until dissolved on a vote of the Shareholders as hereafter provided.

ARTICLE III - PURPOSE

The purposes for which the Corporation is organized are the following:

3.1 To engage in the business of reconditioning, restoring and refurbishing used automobiles.

3.2 To engage in and transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.

3.3 To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - PRINCIPAL OFFICE

The initial address of the Corporation's principal office shall be 800 Seagate Drive, Suite 204, Naples, Florida 33940.

ARTICLE V - CAPITAL STOCK

The total number of shares of capital stock which the Corporation shall be authorized to issue is Five Hundred (500) shares. Such shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE VI - CAPITALIZATION

The amount of capital with which the Corporation will begin to engage in business is not less than Five Thousand Dollars (\$5,000.00).

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of the Corporation is Scott E. Whitcomb, 800 Seagate Drive, Suite 204, Naples, Florida 33940.

ARTICLE VIII - CORPORATE POWERS

As needed to pursue the corporate purposes, the following powers are hereby granted to the Corporation in addition to the powers granted by Florida Law:

8.1 To sue, complain and defend in the corporate name.

8.2 To adopt a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

8.3 To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

8.4 To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of the corporate property and assets.

8.5 To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any government, state, territory, governmental district or municipality or of any instrumentality thereof.

8.6 To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of the Corporation's property and income.

8.7 To lend money for any corporate purpose, invest and reinvest its funds, and take and hold the payment of funds so loaned or invested.

8.8 To conduct its business, carry on its operations and have offices and exercise the powers granted herein, within or without this state.

8.9 To make donations for the public welfare or for charitable, scientific or educational purposes.

8.10 To transact any lawful business.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Scott E. Whitcomb, 800 Seagate Drive, Suite 204, Naples, Florida 33940

ARTICLE IX - DIRECTORS

The number of initial directors is one, and the name and address of the directors is:

Scott E. Whitcomb, 800 Seagate Drive, Suite 204, Naples, Florida 33940

ARTICLE X - BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeal of the Bylaws must be approved by a majority of the Shareholders.


ARTICLE XI - DISSOLUTION

The Corporation may be dissolved at any time (1) by unanimous written consent of the Shareholders, or (2) by the affirmative vote of the holders of at least 2/3rds of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the Shareholders pro rata, each Shareholder to participate in the distribution in direct proportion to the number of shares held by him/her in relation to the then outstanding shares of the Corporation.

ARTICLE XII - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes, the date when the corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

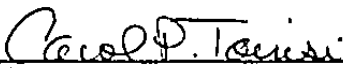
IN WITNESS WHEREOF, I, Scott E. Whitcomb, the undersigned incorporator of this Corporation, have executed these Articles of Incorporation at Naples, Collier County, Florida on this 11th day of April, 1996.



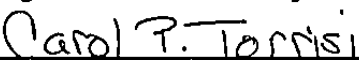
Scott E. Whitcomb

Sworn and subscribed to before me on this 11th day of April, 1996.

Notary Public--State of Florida



Signature of Notary Public



Print Name of Notary Public

Personally Known or Produce Identification _____
Type of Identification Produced _____

Affix Seal Below:



CAROL P. TORRISI
My Commission CC825121
Expires Jan. 18, 2000

CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT

FILED
APR 15 1984
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501, 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 this State of Florida.

1. The name of the corporations is: Nostalgia Werks, Inc.
2. The name and address of the Registered Agent and office is:

Scott E. Whitcomb
800 Seagate Drive, Suite 204
Naples, Florida 33940.

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Scott E. Whitcomb
800 Seagate Drive, Suite 204
Naples, Florida 33940.