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Vanderkam & Sanders

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Houston, Texas 77002
Telephone 713-547-8900
fax: 713-547-8910

April 3, 1997

Ms. Doris McDuffy
Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Headlightz of Orlando, Inc.

Dear Ms. McDuffy,

Enclosed please find the Articles of Incorporation for Headlightz of Orlando, Inc., and a check for \$122.50 to cover the filing costs. Please file and return an acknowledgment and file-stamped copy to our office, via Federal Express. I've enclosed a self-addressed Fed-ex label for your use. I appreciate your help. If there is any problem, please call me directly. Thank you.

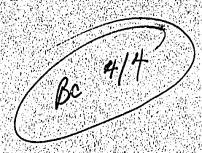
Sincerely,

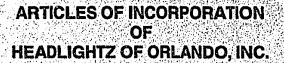
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Michile Hank

Michele Hanlon

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The undersigned natural person of the age of eighteen (18) years or more acting as incorporator of a corporation under section 607.0201 of the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (hereinafter called "Corporation") is Headlightz of Orlando, Inc.

ARTICLE II

PURPOSES AND POWERS

The purpose for which this Corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITALIZATION

The total, aggregate number of shares of stock which the Corporation shall have the authority to issue is one million (1,000,000) shares, having a par value of \$.001 per share.

ARTICLE IV

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE V

REGISTERED OFFICE AND AGENT

The name and address of the corporation's registered agent and address is Thomas Tedrow, 431 East Central Blvd. Orlando, Florida 32801

ARTICLES VI

PLACE OF BUSINESS

The principal offices of the corporation shall be at 431 East Central Blvd. Orlando, Florida 32801 or at any other place as shall hereafter be designated as the headquarters for the corporation.

ARTICLE VII

DIRECTORS

The Corporation shall be governed by a Board of Directors consisting of such number of directors as shall be fixed the Corporation's bylaws. The number of directors constituting the initial board of directors of the corporation is two and the names and addresses of the directors are as follows:

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	20世紀,是17日本學者				
Thomas L. Tedrov				entral Blvd.,	
			Orlando,	Florida 328	01
		6496 Jacob		推翻的 的复数	
Michael Martella			404 E C	entral Blvd.,	C: !- 000
WIICHACH WAITCHA	, , ,				
			Orlando	Florida 328	01

ARTICLE VIII

DENIAL OF PREEMPTIVE RIGHTS

There shall be no preemptive right to acquire unissued and/or treasury shares of the stock of the Corporation.

ARTICLE IX

LIABILITY OF OFFICERS AND DIRECTORS

A director of the Corporation shall not be liable to the Corporation or its shareholders or members for damages for an act or omission in the Director's capacity as Director unless the act or omission involves a breach of the Director's duty of loyalty to the Corporation or its shareholders or members, or the act or omission is not in good faith or involves intentional misconduct or a knowing violation of the law; or the Director engages in a transaction from which he receives an improper benefit; or the act or omission is one in which the liability of the Director is expressly provided for by statute; or the Director engages in an act related to an unlawful stock repurchase or payment of dividend.

ARTICLE X

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers or who, at the request of the Board of Directors of the Corporation, may serve or at any time have served as directors or officers of another corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily by such persons in connection with the defense or settlement of any claim. action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer of the Corporation, or of such other corporation or former director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by law, agreement, vote of shareholder or otherwise.

ARTICLE XI

INCORPORATOR

The name and address of the person serving as Incorporator pursuant to Florida General Corporations Act section 607.0201 is Michele Hanlon whose address is 440 Louisiana, Suite 475, Houston, Texas 77002. The incorporator is over the age of 21.

DATED this 2nd day of April, 1997.

Incorporator:

Michele Hanlon Vanderkam & Sanders 440 Louisiana, Suite 475 Houston, Texas 77002 713-547-8900

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COUNTY OF HARRIS ORMAN

On April 2, 1997, personally appeared before me, a Notary Public, Michele Hanlon, who acknowledged that she executed the above document in her capacity as Incorporator of Headlightz of Orlando, Inc.

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Certificate of Acceptance of Appointment of Resident Agent in accordance with Section 607.0501(3) of the Florida General Corporations Act

Thomas Tedrow hereby accepts appointment as Resident Agent for Headlightz of Orlando, Inc. and hereby certifies that his address is as follows: 431 East Central Blvd. #900 Orlando, Florida 32801.

Dated:

The Doc Todrow

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SECRETARY OF STATE
SECRETARY OF STATE

STATE OF FLORIDA

COUNTY OF DRANGE

On April 3, 1997 personally appeared before me, a Notary Public, Thomas Tedrow, who acknowledged that he executed the above Consent to act as Registered Agent for Headlightz of Orlando, Inc.

CHERYL L. PIPER
COMMISSION / CC452832
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