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**Vanderkam & Sanders**

*Attorneys at Law*

440 Louisiana, Suite 475  
Houston, Texas 77002  
Telephone 713-547-8900  
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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,

Vanderkam and Sanders

*Michele Hanlon*

Michele Hanlon

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
HEADLIGHTZ OF ORLANDO, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

<u>Name</u>	<u>Address</u>
Thomas L. Tedrow	431 E. Central Blvd., Suite 900 Orlando, Florida 32801
Michael Martella	431 E. Central Blvd., Suite 900 Orlando, Florida 32801

## 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

STATE OF TEXAS PL

COUNTY OF HARRIS *orange*

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On April 2, 1997, personally <sup>acknowledged</sup> 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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CHERYL L. PIPER  
COMMISSION # CC452832  
EXPIRES APRIL 13, 1999

*Cheryl L. Piper*  
Notary Public

**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: 4-3-97

*Thomas Tedrow*  
Thomas Tedrow

FILED  
97 APR -4 AM 8:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ORANGE

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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*  
Notary Public



CHERYL L. PIPER  
COMMISSION # CC452832  
EXPIRES APRIL 13, 1999