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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY G. RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: HEADS UP MOTORCARS INC.

AUDIT NUMBER.....H97000006205

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Heads Up Motorcars Inc.

Article II. Address

The mailing address of the Corporation is:
Heads Up Motorcars Inc.
14836 US Hwy 301
Dade City FL 33525

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Larry S. Hersch
12249 US Highway 301
Dade City FL 33525

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
James Lee Huckabay, Jr.
Larry S. Hersch

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Larry S. Hersch | FL Bar Member 199745
Hersch & Kelly, P.A.
12249 US Highway 301
Dade City FL 33525
352-587-2442 • Fax 352-587-2475

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Larry S. Hersch
Hersch & Kelly, P.A.
12249 US Highway 301
Dade City FL 33525

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective April 16, 1997

The undersigned incorporator executed these Articles of Incorporation on April 16, 1997



LARRY S. HERSCH
by L.A. Uriarte as attorney-in-fact

Larry S. Hersch | FL Bar Member 199745
Hersch & Kelly, P.A.
12249 US Highway 301
Dade City FL 33525
352-567-2442 • Fax 352-567-2475

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Heads Up Motorcars Inc.

REGISTERED AGENT/OFFICE:

Larry S. Hersch
12249 US Highway 301
Dade City FL 33525

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



LARRY S. HERSCH

by L.A. Uriarte as attorney-in-fact

Date: 4/16/97

Larry S. Hersch | FL Bar Member 199745
Hersch & Kelly, P.A.
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