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April 30, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/11/98--01079--010
****122.50 ****122.50

RE: Ad One Automotive, Inc.

Dear Sir/Madam:

Enclosed please find the and original and one copy of the Articles of Incorporation for Ad One Automotive, Inc., along with this firm's check in the amount of \$122.50 to cover filing fees for same. Please return the certified copy to the undersigned in the envelope provided for that purpose.

If you have any questions concerning this matter, please feel free to call.

With my regards,

Sincerely



Stewart B. Capps

SBC/gap
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 11 PM 2:43

D. BROWN MAY 13 1998

ARTICLES OF INCORPORATION
OF
AD ONE AUTOMOTIVE, INC.

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DIVISION OF CORPORATIONS
98 MAY 11 PM 2:43

ARTICLE I - NAME

The name of this corporation is AD ONE AUTOMOTIVE, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares of ONE AND NO/100THS DOLLAR (\$1.00) par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro rata

share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The business address of the initial registered office of this corporation is 1370 Sarno Road, Suite B, Melbourne, Florida, and the name of the initial registered agent of this corporation at that address is Craig A. Kraus.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME

ADDRESS

Craig A. Kraus

1370 Sarno Road, Suite B
Melbourne, FL 32935

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is: _____

NAME

ADDRESS

Craig A. Kraus

1370 Sarno Road, Suite B
Melbourne, FL 32935

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

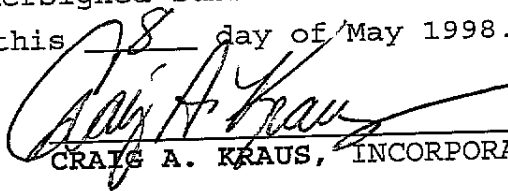
ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - PRINCIPAL OFFICE

The principal office address and mailing address of this corporation shall be: 1370 Sarno Road, Suite B, Melbourne, FL 32935.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18 day of May 1998.


CRAIG A. KRAUS, INCORPORATOR

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared CRAIG A. KRAUS, who is personally known to me or who has produced _____ as identification and who did take an oath, and known by me to be the person who executed the foregoing

Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 8th day of May 1998.



Virginia A. Poppell
MY COMMISSION # CC688894 EXPIRES
November 2, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Virginia A. Poppell
Notary Public/State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

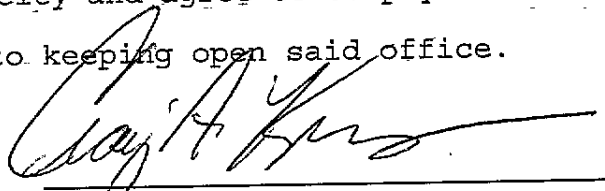
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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that AD ONE AUTOMOTIVE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named CRAIG A. KRAUS, located at 1370 Sarno Road, Suite B, Melbourne, FL 32935, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


CRAIG A. KRAUS