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GREGORY F. ESPOSITO, JR.
8016 WILES ROAD, SUITE 9
CORAL SPRINGS, FLORIDA 33067
(954) 755-5100

January 20, 1999

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

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-03/01/99-01129-008

****122.50 *****78.75

RE: ~~Auto Tech & body, Inc.~~

Center Balance Investments, Inc.

Dear Sir:

Enclosed please find an original and one (1) copy of the Articles of Incorporation of the above named corporation, and my check in the amount of ONE HUNDRED TWENTY-TWO AND 50/100 DOLLARS (\$122.50).

Please record the enclosed Articles and return a certified copy to this office at your earliest opportunity.

Thank you for your cooperation in this matter.

Very truly yours,


GREGORY F. ESPOSITO, JR.
GFE:cat

called

*Release the name to the
name has sending
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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GREGORY F. ESPOSITO, JR.
8016 WILES ROAD, SUITE 9
CORAL SPRINGS, FLORIDA 33067
(954) 755-5100

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 11, 1999

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

ATTENTION: Carolyn Batten

RE: Auto Tech & Body Inc.
CounterBalance Investments, Inc.

Dear Carolyn:

Enclosed please find a copy of your letter dated March 4, 1999, with regard to Auto Tech and Body, Inc., indicating that you have held my check in the amount of ONE HUNDRED TWENTY-TWO AND 50/100 DOLLARS (\$122.50), for the incorporation of Auto Tech and Body, Inc.

Auto Tech and Body, Inc. is now incorporated and an additional filing fee was sent with their new application.

Please apply the ONE HUNDRED TWENTY-TWO AND 50/100 DOLLARS (\$122.50) filing fee from this office toward the incorporation of CounterBalance Investments, Inc. Enclosed please find an original and one (1) copy of the Articles of Incorporation of CounterBalance Investments, Inc. Please incorporate CounterBalance Investments, Inc. and returned a certified copy of said Articles of Incorporation to this office at your earliest opportunity.

Thank you for your cooperation in this matter.

Very truly yours,


GREGORY F. ESPOSITO, JR.
GFE:car
Enc.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 4, 1999

GREGORY F. ESPOSITO, JR.
8016 WILES RD., STE. 9
CORAL GABLES, FL 33067

SUBJECT: AUTO TECH & BODY, INC.
Ref. Number: W99000005289

We have received your document for AUTO TECH & BODY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is illegible and not acceptable for imaging. We ask that you type or carefully print the information in the appropriate blocks.

For your convenience I am sending you Articles on a Florida Profit Corporation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 999A00009995

ARTICLES OF INCORPORATION
OF

CounterBalance Investments, Inc.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation

ARTICLE 1. Name: The name of the corporation is: CounterBalance Investments, Inc.

ARTICLE 2. Duration: The duration of the corporation is perpetual

ARTICLE 3. Purpose: The general purpose for which this corporation is organized are the following.

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way
- B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. Capital Stock: The aggregate number of shares which the Corporation is authorized to issue is (25,000) twenty-five thousand shares of Common Stock. Such shares shall be of a single class and shall have a par value of (1.00) One dollar per share.

ARTICLE 5. Initial Registered Office and Agent: The street address of the initial principal office of the Corporation is : 3801 N. Federal Highway, Pompano Beach, Fl. 33064, and the name of the initial Registered Agent is Shahrukh Dhanji

ARTICLE 6. Initial Board of Directors: The number of Directors constituting the initial Board of Directors is (2) two. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than (2) two. The name and address of each initial Director of the Corporation is as follows:

- | | |
|--------------------------|--------------------------|
| 1. Greg Esposito | 2. Shahrukh Dhanji |
| 3801 N. Federal Highway | 3801 N. Federal Highway |
| Pompano Beach, Fl. 33064 | Pompano Beach, Fl. 33064 |

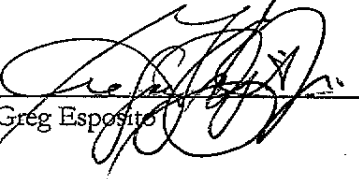
ARTICLE 7. Incorporators: The name and address of each incorporator is as follows:


- | | |
|--------------------------|--------------------------|
| 1. Greg Esposito | 2. Shahrukh Dhanji |
| 3801 N. Federal Highway | 3801 N. Federal Highway |
| Pompano Beach, Fl. 33064 | Pompano Beach, Fl. 33064 |

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ARTICLE 8. Amendment: The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on the 3 day of March, 1999.


Greg Esposito


Shahrukh Dhanji

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of CounterBalance Investments, Inc., which is contained in the foregoing Articles of Incorporation

Dated this 3 day of March, 1999



Shahrukh Dhanji
Registered Agent
3801 N. Federal Highway
Pompano Beach, Fl 33064

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA