

TERRY L. MCCOLLOUGH, P. A.
ATTORNEY AT LAW

BOARD CERTIFIED CIVIL TRIAL LAWYER
BY THE FLORIDA BAR

BOARD CERTIFIED BUSINESS LITIGATION LAWYER
BY THE FLORIDA BAR

September 24, 1999

PP1000086126

VIA EXPRESS MAIL

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

300002997033--9
-09/27/99-01025-013
****122.50 *****78.75

Re: New Corporation
Great Ideas Automotive Corporation

Dear Sir/Madam:

Please find enclosed Articles of Incorporation and Bylaws for filing with the Secretary of State for this new corporation. After filing the enclosed, please provide us with a certified copy of same. This law firm's check in the amount of \$122.50 is enclosed for the filing and certified copy.

Thank you for your cooperation in this matter and if you have any question regarding the enclosed, please do not hesitate to call.

Sincerely yours,

Jackie Kinker

Jackie Kinker
Paralegal

/jgk
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS9/29/99

ARTICLES OF INCORPORATION

OF

GREAT IDEAS AUTOMOTIVE CORPORATION

The undersigned, acting as incorporator for the purpose of forming a corporation for profit under the provisions of Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE 1. NAME

The name of the corporation is:

GREAT IDEAS AUTOMOTIVE CORPORATION

ARTICLE 2. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE 3. PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

(a) To engage in every phase and aspect of business lawful to a corporation formed under the laws of the State of Florida;

(b) To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the corporation's business activities.

(c) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations,

This instrument prepared by:

Terry L. McCollough, Esquire
Terry L. McCollough, P.A.
400 North Ferncreek Avenue
Orlando, FL 32803
(407) 894-8600
Fla. Bar. No. 562361

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firms, or individuals, to carry on any lawful pursuit necessary to incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

ARTICLE 4. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full part value of the shares.

ARTICLE 5. INITIAL OFFICE AND REGISTERED AGENT

The street address of the initial office of the corporation is 2043 Howell Branch Rd., Maitland, Florida, 32751. The name of the corporation's initial registered agent is Andrew Livingston, located at 2043 Howell Branch Rd., Maitland, Florida, 32751

ARTICLE 6. INCORPORATOR

The name and address of the incorporator is as follows:

Terry L. McCollough, Esquire
400 North Ferncreek Avenue
Orlando, FL 32803

ARTICLE 7. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Andrew Livingston
2043 Howell Branch Rd.
Maitland, FL 32751

ARTICLE 8. CUMULATIVE VOTING FOR DIRECTORS

Every shareholder having the right to vote as a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either cast all these votes for a single candidate or distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

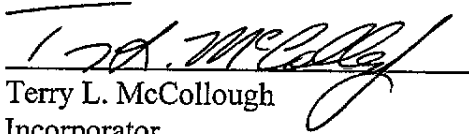
ARTICLE 9. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the directors.

ARTICLE 10. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on the board of directors and shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of September, 1999.


Terry L. McCollough
Incorporator

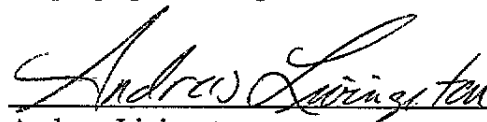
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That Great Ideas Automotive Corporation, desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at 2043 Howell Branch Road, Maitland, FL 32751, County of Orange, State of Florida, has named Andrew Livingston, located at 2043 Howell Branch Road, Maitland, FL 32751, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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



Andrew Livingston
Registered Agent

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