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Gregory J. Staples 101 SE Walton Lakes Dr. Port St. Lucie, FL 34952 561-398-8971

November 12, 1999

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Department of State Corporate Records/ Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

RE: INCORPORATION of SUNDOWN RADIATOR, INC.

Dear Secretary of State:

Enclosed find one original and one copy of the Articles of Incorporation for SUNDOWN RADIATOR, INC.. Please return one copy to me at the above address for my records.

Also find enclosed a check made payable to the Secretary of State in the amount of \$70.00 which represents the statutory filing fee. Your assistance in establishing this corporation is appreciated.

Sincerely,

Gregory J. Staples

101 SE Walton Lakes Dr.

Port St. Lucie, FL 34952

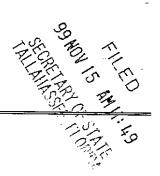
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SECRETARY OF STATE
TALLAHASSEE FI ONLE



ARTICLES OF INCORPORATION

OF

SUNDOWN RADIATOR, INC.



ARTICLE ONE

The name of the corporation is SUNDOWN RADIATOR, INC..

The principal address of the corporation is: 101 SE Walton Lakes Dr., Port St. Lucie, FL 34952.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for Which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) of \$0.01 par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 101 SE Walton Lakes Dr., Port St. Lucie, FL 34952, and the name of its initial registered agent at such address is Gregory J. Staples.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Gregory Je Staples

ARTICLE SEVEN

The number of directors constituting the initial board of directors is **two (2)**, and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name Mailing Address

Gregory J. Staples 101 SE Walton Lakes Dr.

Port St. Lucie, FL 34952

Michael A. Lynch 1201 Seminole Blvd., #124

Largo, FL 33770

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statue.

ARTICLE NINE

The name and address of each incorporator is:

Name Mailing Address

Gregory J. Staples 101 SE Walton Lakes Dr.

Port St. Lucie, FL 34952

incorporator: Gregory J. Staples

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.