

GROVER LAW OFFICE

Steven K. Grover, Attorney at Law
Member of the Florida and Wisconsin Bars

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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

SUBJECT: Mastcar, Inc.
Certificate of Domestication and Articles of Incorporation

Enclosed are an original and one copy of the Certificate of Domestication; Articles of Incorporation, and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Mastcar, Inc. was previously authorized to do business in Florida as set forth in document number F99000000388.

Also enclosed is a check in the amount of \$128.75 for filing fees. Please return the file-stamped copies to:

Steven K. Grover
868 99th Avenue North Suite 1
Naples, Florida 34108
Telephone: 941-592-5109
Facsimile: 941-592-5301

Sincerely,

GROVER LAW OFFICE


Steven K. Grover
enclosures

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TALLAHASSEE, FLORIDA

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D. BROWN DEC 29 1999

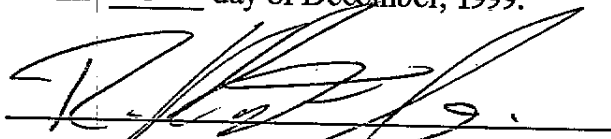
CERTIFICATE OF DOMESTICATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Richard Mast, Jr., in his capacity as President and sole shareholder of Mastcar, Inc., a foreign Corporation, in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was September 22, 1998.
2. The jurisdiction where the above-named corporations was first formed, incorporated, or otherwise came into being was State of Virginia.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Mastcar, Inc.
4. The name of the corporation, as set forth in its Articles of Incorporation, to be filed pursuant to sections 607.0202 and 607.0401 with this certificate is Mastcar, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was State of Virginia.

I am Richard Mast, Jr., President and sole shareholder of Mastcar, Inc., and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 20th day of December, 1999.



Printed Name: Richard Mast, Jr.

Title: President and Sole Shareholder

Filing Fee:	Certificate	\$50.00
	Articles and Cert. Copy	\$78.75
	TOTAL	\$128.75

ARTICLES OF INCORPORATION
OF

MASTCAR, INC.

ARTICLE I. CORPORATE NAME

The name of this corporation is: Mastcar, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are: 9401 Tamiami Trail North, Naples, Florida 34108

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 1000 shares, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are: Steven K. Grover, 868 99th Avenue North, Suite 1, Naples, Florida 34108

ARTICLE V. INCORPORATORS

The names and street addresses of the incorporators of these articles of incorporation are:
Richard Mast, Jr. 3309 Timberwood Circle, Naples, Florida 34105

ARTICLE VI. TRANSFER RESTRICTIONS

If the holders of any of the corporation's shares or other securities (collectively, the "corporation's securities") enter into one or more written agreements among themselves or among themselves and the corporation that impose limitations on the transfer of the corporation's securities or that otherwise provide for the purchase and sale of the corporation's securities upon the happening of certain events and contingencies, each such agreement shall be binding on the parties to the agreement in all respects, and any attempted transfer of the corporation's securities in violation of the agreement's terms and provisions shall be void and ineffective in all respects. If any such agreement so provides, all persons who subsequently acquire the corporation's securities from or through a party to the agreement shall be bound by the agreement's terms and provisions as if they were parties to the agreement.

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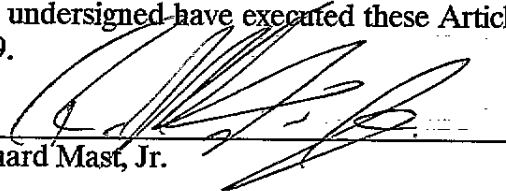
ARTICLE VII. TRANSFER RESTRICTIONS IF "S CORPORATION"

At any time that the corporation is an "S corporation" as that term is defined in the Internal Revenue Code of 1986, as amended, and regardless of the existence of any written agreement to the contrary, no shareholder may transfer, either directly or indirectly, any shares of the corporation to any person or entity if the transfer would disqualify the corporation as an S corporation under any federal or state statute, rule, or regulation, and any such attempt to transfer shares of the corporation shall be void and ineffective in all respects.

ARTICLE VIII. JOINTLY-HELD STOCKS

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

The undersigned have executed these Articles of Incorporation on this 20th day of December, 1999.


Richard Mast, Jr.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Mastcar, Inc., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Steven K. Grover

Date: December 20, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA