

ARTICLES OF INCORPORATION

OF

MAGIC CITY CUSTOM CLASSICS, INC

The undersigned, acting as incorporator(s) of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is **MAGIC CITY CUSTOM CLASSICS, INC.**

SECOND: The period of its duration is perpetual

THIRD: The purpose or purposes for which the corporation is organized are:
For the restoration and sales of custom classic automobiles. To engage in the transaction of any and all other lawful business for which a corporation may be allowed under the Laws of the State of Alabama. The foregoing purposes and activities will be interpreted as examples only and not as limitations and nothing herein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purpose which may become necessary, profitable or desirable for the furtherance of the incorporate objectives expressed above.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is One Hundred Shares (100) of common stock at a par value of One Dollar (\$1.00) per share.

KEN R. BAKER will hold 50% of the shares of stock.
TODD L. WILSON will hold 50% of the shares of stock.

In connection with the sale of any authorized but uninsured shares of common stock with the corporation, the Directors may by resolution deny preemptive rights to existing shareholders. All shares of stock issued by the corporation shall be subject to the following restrictions on transfer, which shall be done on the certificate:

- 1) No common stock of the corporation shall be transferred unless the holder of the restricted security offers it first to the corporation and then to any other holders of the common stock of the corporation, a prior opportunity to be exercised within a reasonable time, to acquire the restricted securities
- 2) No shareholder may transfer any restricted security to any person or entity in competition with this corporation.
- 3) Shares having par value may be sold for such dollars as shall be fixed from time to time by the Board of Directors.

FIFTH: Provisions for the regulation of the internal affairs of the corporation are:
A. The majority of the shares of entitles to vote, represented in person or proxy, shall constitute a quorum at a meeting of the shareholders. The affirmative vote of the majority of the shares

Inst 2001-52363
12/03/2001-52363
03:53 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 CH 105.00

represented at the meeting and entitles to vote on subject matter shall be act of the shall shareholders, accept that this instrument may not be amended except for the affirmative vote of the majority of the shares issued and entitled to vote thereon.

B. The power to alter amend or appeal the by-laws, or adopt new by-laws is vested in the Board of Directors.

C. Upon written request of any shareholder, the corporation shall send out its most recent statement. The corporation will mail to each of the shareholders not later than 120 days after the close of its fiscal year a financial statement, including a balance sheet as of the end of such fiscal year and a statement of income for such fiscal year.

SIXTH: The address of the initial registered office of the corporation is 2304 John Hawkins Pkwy, suite 108-177, Hoover, Al. 35244 and the name of its initial registered agent at such address is

KEN R. BAKER

SEVENTH: The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NameAddress

KEN R. BAKER: President/Secretary
2304 JOHN HAWKINS PKWY
SUITE 108-177
HOOVER, AL. 35244

TODD L. WILSON: Vice President/Treasure
1099 OAKLEY STATION RD.
RANDOLPH, AL. 36792

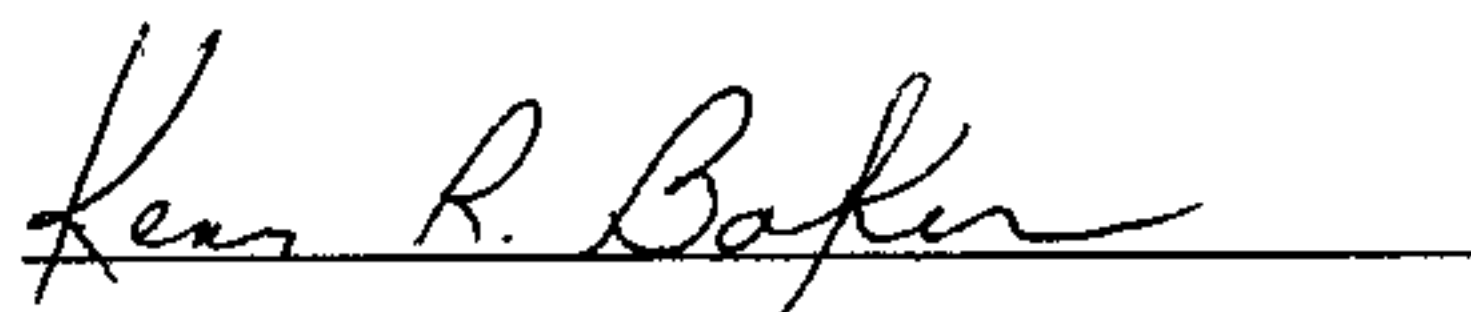
EIGHTH: The name and address of each incorporator is:

NameAddress

KEN R. BAKER
2304 JOHN HAWKINS PKWY
SUITE 108-177
HOOVER, AL. 35244

Dated OCTOBER 1, 2001

IN WITNESS WHEREOF, the undersigned incorporator has caused this instrument to be executed on this 1ST day of OCTOBER, 2001



KEN R. BAKER, Incorporator

SWORN TO AND SUBSCRIBED before to me on this the 1ST day of OCTOBER, 2001.


NOTARY PUBLIC

My Commission Expires: 02-26-05

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Magic City Custom Classics, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Chris Battles, 3150 Hwy 52 West, Pelham, AL 35124 for a period of one hundred twenty days beginning October 1, 2001 and expiring January 30, 2002.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

October 1, 2001

Date

Jim Bennett

A handwritten signature in cursive script that reads 'Jim Bennett'.

Secretary of State

Inst # 2001-52363

12/03/2001-52363
03:53 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 CH 105.00