

ARTICLES OF INCORPORATION

OF

GARAGE DEPOT, INC.

Pursuant to C.R.S. Sections 7-90-301, et seq. and 7-102-101, the individual named below causes these Articles of Incorporation to be delivered to the Colorado Secretary of State for filing, and states as follows:

ARTICLE I

The name of the corporation is Garage Depot, Inc.

ARTICLE II

The address of the corporation's initial principal office in this state is 3531 S. Logan St., #D402, Englewood, CO 80113.

ARTICLE III

The purposes for which this corporation is formed are to own and operate an internet business and to engage in any other lawful business.

ARTICLE IV

The corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Colorado. In addition, the corporation may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes. The corporation may conduct part or all of its business in any part of Colorado, the United States or the world and may hold, purchase, mortgage, lease and convey real and personal property in any of such places.

ARTICLE V

The total number of shares which the corporation shall have authority to issue is 10,000 shares, which shall consist of one class only, designated "common stock". Each of such shares shall be of no par value.

ARTICLE VI

Cumulative voting shall be allowed in the election of directors of the corporation.

ARTICLE VII

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, the board of directors, which shall consist of at least one person, regardless of the number of shareholders. The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the Bylaws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the shareholders at an annual or special meeting, as shall be provided in the Bylaws.

ARTICLE VIII

The street address of the initial registered office of the corporation and the name of its initial registered agent at such address are set forth below. The written consent of the initial registered agent to the appointment is stated below.

James R. Fuqua 2751 S. Oxford, #5, Englewood, CO 80110

ARTICLE IX

The corporation elects to have preemptive rights.

ARTICLE X

The corporation may, as determined by the board of directors of the corporation, indemnify and advance expenses to a director, officer, employee or agent in connection with a proceeding to the extent permitted by and in accordance with the indemnification provisions set forth in Sections 7-109-101 *et. seq.* of the Colorado Business Corporation Act, as amended from time to time.

ARTICLE XI

The name and mailing address of the incorporator is:

James R. Fuqua 3531 S. Logan St., #D402, Englewood, CO 80113

ARTICLE XII

The (a) name or names, and (b) mailing address or addresses, of any one or more of the individuals who cause this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, are:

Richard H. Sugg, Jr., Attorney at Law 6412 S. Quebec Street, Centennial, CO 80111