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TALLAHASSEE, FLORIDA

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From:
Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

POWER MOTOR SALES CORP.

Certificate of Status	0
Certified Copy	1
Page Count	05
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 6, 2001

EMPIRE

SUBJECT: POWER MOTOR SALES CORP.
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ARTICLES OF INCORPORATION
OF
POWER MOTOR SALES CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is:

POWER MOTOR SALES CORP.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

a. Of transacting any and all business permitted under the laws of the United States and under the laws of the State of Florida.

b. To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choses in action, either as owner, broker, agent or factor.

c. In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit

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as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidence of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

d. To engage in any and all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock at one (\$1.00) dollar par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE PRINCIPAL OFFICE AND AGENT

The street address of the initial registered office of this corporation and of the registered agent is: 1724 S.W. 6th Street, Miami, FL 33135, and the name of the initial registered agent of this corporation at that address is: ALFONSO MARTINEZ and the Principal address of the corporation is located at: 1724 S.W. 6th Street, Miami, Fla 33135.

one. The name(s) and address(es) of the initial director(s) of this corporation is/are:

NAME

ADDRESS

ALFONSO MARTINEZ 1724 S.W. 6th Street, Miami, FL 33135

ARTICLE VIII. INCORPORATION

The name(s) and address(es) of the incorporator(s) is/are:

NAME

ADDRESS

ALFONSO MARTINEZ 1724 S.W. 6th Street, Miami, FL 33135

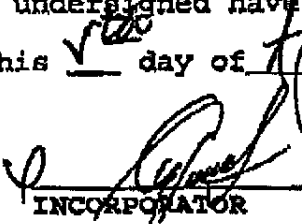
ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned have/ (has) executed these Articles of Incorporation this 17th day of April, 2001.



INCORPORATOR

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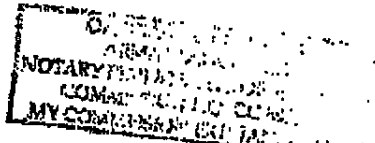
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME the undersigned authority personally appeared ALFONSO MARTINEZ, known to me to be the person who executed the Articles of Incorporation of "POWER MOTOR SALES CORP.", and has acknowledged before me that he has executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal at Miami, Dade County, Florida, this 5th day of April, 2001.



[Signature]
NOTARY PUBLIC
D/C

Type of identification provided: _____

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

Having been named to accept service of process for "POWER MOTOR SALES CORP.", at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: 4/5/01

SIGNATURE: *[Signature]*
ALFONSO MARTINEZ,
RESIDENT AGENT

Prepared by: ARMANDO A. PEREZ, ESQ.
2631 S.W. 27th Street
Miami, FL 33133
TEL: (305) 854-3993
FAX: (305) 854-7204
FLORIDA BAR NO.: 373192

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