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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

AMERICAN SCOOTER INTERNATIONAL, INC.

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*Amended + Restated*  
*JMM*  
*7/29/04*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**AMERICAN SCOOTER INTERNATIONAL, INC.**

Pursuant to the provisions of Florida Statutes Sections 607.1006 and 607.1007, American Scooter International, Inc. hereby adopts the following Amended and Restated Articles of Incorporation:

- 1. The name of the corporation is:

American Scooter International, Inc.

- 2. The following Amended and Restated Articles of Incorporation were unanimously adopted by the shareholders and directors of the corporation pursuant to Florida Statutes Section 607.1003 on the 15 day of April, 2004:

**ARTICLE I**

**NAME**

The name and the principal place of business and mailing address of this Corporation shall be:

AMERICAN SCOOTER INTERNATIONAL, INC.  
2685 NW 105<sup>th</sup> Avenue  
Miami, Florida 33172

**ARTICLE II**

**NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

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**ARTICLE III**

**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 1,000,000 shares of Common Stock having no par value.

**ARTICLE IV**

**TERM OF EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V**

**REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation in the State of Florida shall be:

2685 NW 105<sup>th</sup> Avenue  
Miami, Florida 33172

The name of the registered agent of this Corporation at that address shall be:

Financial Consolidated Group of America, Inc.

**ARTICLE VI**

**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director. The number of directors may be increased or decreased as provided in the Bylaws of the Corporation.

**ARTICLE VII**

**DIRECTOR - NAME AND STREET ADDRESS**

The name and street address of the members of the Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<b><u>Name</u></b>	<b><u>Street Address</u></b>
Leonardo F. Llancza	2685 NW 105 <sup>th</sup> Avenue Miami, Florida 33172

ARTICLE VIIIINDEMNIFICATION

A. The Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a shareholder, director, officer or employee of the Company, or is or was serving at the request of the company as a shareholder, director, manager, officer or employee of another corporation, partnership, joint venture, trust, limited liability company or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company.

B. The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more shareholders of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the shareholder(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such shareholder(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

C. Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority of the Board of Directors, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation.

**ARTICLE IV**

**BYLAWS**

The Bylaws of the Corporation may be altered, amended, repealed or added to only upon the unanimous vote of the Shareholders."

Executed on the 22 day of July, 2004.

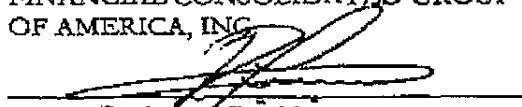
**AMERICAN SCOOTER INTERNATIONAL, INC.**  
a Florida corporation

By:   
Leonardo P. Llanca, President

**Acknowledgement of Appointment by Registered Agent**

Having been named the registered agent for the above corporation at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept the appointment and agree to act in the capacity, and agree to comply with the provision of Florida law relative thereto.

**FINANCIAL CONSOLIDATED GROUP  
OF AMERICA, INC.**

  
Ramon F. Llanca, President  
Registered Agent