

**Electronic Articles of Incorporation
For**

P13000005358
FILED
January 15, 2013
Sec. Of State
dcushing

TESLA MOTORS FL, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
TESLA MOTORS FL, INC.

Article II

The principal place of business address:
C/O HEATHER KLINTER 3500 DEER CREEK ROAD
PALO ALTO, CA. 94304

The mailing address of the corporation is:
C/O HEATHER KLINTER 3500 DEER CREEK ROAD
PALO ALTO, CA. 94304

Article III

The purpose for which this corporation is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:
100

Article V

The name and Florida street address of the registered agent is:
C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL. 33324

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: DONNA MOCH

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Article VI

The name and address of the incorporator is:

HEATHER KLINTER
3500 DEER CREEK ROAD

PALO ALTO, CA 94304

Electronic Signature of Incorporator: HEATHER KLINTER

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
DEEPAK AHUJA
3500 DEER CREEK ROAD
PALO ALTO, CA. 94304 US

Title: TREA
REX LIU
3500 DEER CREEK ROAD
PALO ALTO, CA. 94304 US

Title: SEC
MIKE TAYLOR
3500 DEER CREEK ROAD
PALO ALTO, CA. 94304 US

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TO: Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Consent to Use Name "Tesla Motors FL, Inc."

Tesla Motors, Inc. hereby consents to the use of the same name or an indistinguishable name as follows:

1. The name of the consenting business entity is Tesla Motors, Inc. and is a corporation organized under the laws of the State of Delaware and qualified to do business in Florida.
2. The proposed name of the business entity to which this consent is given is Tesla Motors FL, Inc. and is a corporation organized under the laws of the State of Florida.

I, being duly authorized to sign on behalf of the consenting business entity, hereby execute this Consent on this 15th day of January 2013.

Tesla Motors, Inc.



Deepak Ahuja
Chief Financial Officer
Tesla Motors, Inc.