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AGF & ASSOCIATES
619 N. DIXIE HIGHWAY
LAKE WORTH, FL 33460
(561)582-5129

Secretary of State
Corporation Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

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-03/22/00--01082--001
*****70.00 *****70.00

To Whom It May Concern:

Please send the enclosed original and copy of Articles of Incorporation for:

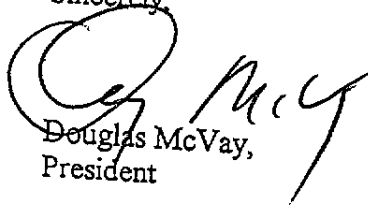
Celeste Motors, Inc

Enclosed is a check in the amount of \$70.00 to cover the filing fees of \$35.00 and Registered Agent designation fees of \$35.00.

If there are any questions please contact me at the above number.

Thank you for your assistance.

Sincerely,


Douglas McVay,
President

DM/mmm

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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00 MAR 22 PM 6: 18

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing the formation, liability, right, privileges and immunities of corporations for profit.

ARTICLE I NAME

The name of this corporation shall be as follows:

CELESTE MOTORS, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of share of stock that this coproration is authorized to have outstanding any time is five hundred (500) shares of common stock, of one dollar (\$1.00) par value.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than one hundred (\$100.00) dollars.

ARTICLE V TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VI ADDRESS

The initial street address in the State of Florida of the principal office and office of Board of Directors and incorporators shall be as follows:

2550 WINDSOR AVENUE
WEST PALM BEACH, FL 33347

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one director(s) initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders but shall never

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be less than one. The name of the initial Director(s) of the Corporation are:

JEROME CELESTIN

ARTICLE VIII INCORPORATOR

The name(s) and address(es) of the Incorporators:

JEROME CELESTIN
2550 WINDSOR AVENUE
WEST PALM BEACH, FL 33347

ARTICLE IX BY-LAWS

The power to adopt, alter, ammend, or repeal by-laws shall be vested in the Board of Director and shareholders.

ARTICLE X AMMENDMENTS

This corporation reserves the right to ammend or repeal any provisions contained in these Articles of Incorporation, or any ammendments to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI SUB CHAPTER S CORPORATION

This corporation may elect to become a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICEL XII REGISTERED AGENT AND OFFICE

The Registered Agent, as listed below with address, hereby accepts said designation by signature below

JEROME CELESTIN
2550 WINDSOR AVENUE
WEST PALM BEACH, FL 33347



THE UNDERSIGNED, as subscribing incorporator, have hereinto set our hand and seal on February 24, 2000, for the purpose of forming this Corporation under the laws of the State of Florida, and heredo make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herin stated are true and correct.


JEROME CELESTIN