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FILING REQUEST

FOR

BRIDGEWAY MOTORS, INC.

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-11/21/00--01066--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

PLEASE FIND ENCLOSED AN ORIGINAL AND COPY OF THE ARTICLES OF  
INCORPORATION OF THE ABOVE NAMED CORPORATION.

PLEASE FILE THESE ARTICLES AS OF THE EARLIEST POSSIBLE EFFECTIVE  
DATE FOR THE YEAR 2000. *Called. would like date received*  
*sc*

PLEASE MARK THE COPY AS FILED AND RETURN IT IN THE ENCLOSED PREPAID  
ENVELOPE.

IF YOU SHOULD ENCOUNTER ANY PROBLEM WITH THE FILING OF THESE  
ARTICLES PLEASE DO NOT RETURN THEM, INSTEAD PLEASE CALL US AT  
(904) 257-9000, SO THAT WE MAY RESOLVE THE MATTER IN THE MOST EXPEDIENT  
WAY.

THANK YOU,

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

**-00 NOV 21 PM 1:19**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLES OF CORPORATION**

**OF**

**BRIDGEWAY MOTORS, INC.**

**I, THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION,  
DO HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.**

**ARTICLE I. NAME**

**THE NAME OF THIS CORPORATION IS:**

**BRIDGEWAY MOTORS, INC.**

**WHOES ADDRESS IS: 255 CARSWELL AVE., HOLLY HILL, FL 32117**

**ARTICLE II. DURATION OF THE CORPORATION**

**THIS CORPORATION IS TO EXIST PERPETUALLY**

**ARTICLE III. NATURE OF BUSINESS**

**THE GENERAL PURPOSE FOR WHICH THIS CORPORATION IS INITIALLY  
ORGANIZED SHALL CONSIST OF THE TRANSACTION OF ANY OR ALL LAWFUL  
BUSINESS FOR WHICH BUSINESS MAY BE INCORPORATED UNDER AND PURSUANT TO  
THE FLORIDA GENERAL CORPORATION ACT.**

**ARTICLE IV. CAPITAL STOCK**

**THE AGGREGATE NUMBER SHARES WHICH THIS CORPORATION SHALL HAVE  
AUTHORITY TO ISSUE IS ONE HUNDRED THOUSAND (100,000) SHARES OF COMMON  
STOCK, OF A SINGLE CLASS, HAVING PAR VALUE OF \$ .01 PER SHARE, FULLY PAID  
AND NON-ASSESSABLE.**

**THE AMOUNTS TO BE PAID FOR THE ISSUANCE OF SUCH STOCK, IN MONEY,  
PROPERTY, OR SERVICES AT JUST VALUE, SHALL BE FIXED BY THE BOARD OF  
DIRECTORS. THE CAPITAL STOCK OF THE CORPORATION SHALL BE PURCHASED,**

SOLD, ISSUED, ASSIGNED OR OTHERWISE TRANSFERRED ONLY IN ACCORDANCE WITH THE BY-LAWS. A LIEN IS RESERVED IN FAVOR OF THIS CORPORATION UPON ITS CAPITAL STOCK FOR ANY INDEBTEDNESS WHICH MAY BE DUE BY ANY HOLDER OF THE SAME TO THIS CORPORATION, AND SAID LIEN SHALL BE SUPERIOR TO ALL OTHER LIENS OR CLAIMS OF EVERY CHARACTER.

#### ARTICLE V. ADDRESS OF REGISTERED OFFICE

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION WITHIN THE STATE OF FLORIDA IS 1812 SUNNY PALM DR., ORMOND BEACH, FL 32174, AND THE NAME OF ITS INITIAL REGISTERED AGENT WITH SUCH ADDRESS IS MARION WILLIAM BRIDGE, JR.

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE REGISTERED OFFICE TO ANY OTHER STREET ADDRESS IN FLORIDA, AND DESIGNATE OTHER PERSONS AS ITS REGISTERED AGENTS, PROVIDED THAT THE REGISTERED AGENT SHALL MEET THE REQUIREMENTS OF LAW.

#### ARTICLE VI. BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE A BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN ONE (1) PERSON(S). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BUT SHALL NEVER BE LESS THAN (1). NOTHING IN THESE ARTICLES, HOWEVER, SHALL BE CONSTRUED TO PROHIBIT THE BOARD FROM DESIGNATING ONE OF ITS MEMBERS AS AN EXECUTIVE COMMITTEE, WITH FULL POWERS TO ACT FOR AND IN BEHALF OF THE DIRECTORS FOR SUCH PERIOD AND UPON SUCH TERMS AS THE BY-LAWS MAY PROVIDE.

THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTOR IS AS FOLLOWS:

MARION WILLIAM BRIDGE, JR., 1812 SUNNY PALM DR., ORMOND BEACH, FL 32174.

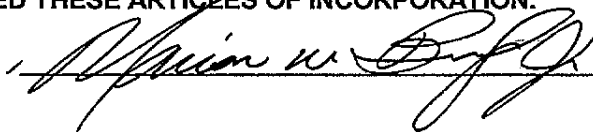
**ARTICLE VII. INCORPORATORS**

THE PERSON WHO HAS SIGNED AND DELIVERED OR REQUESTED TO BE DELIVERED THESE ARTICLES OF INCORPORATION TO THE DEPARTMENT OF STATE, STATE OF FLORIDA, IS THE INCORPORATOR OF THIS CORPORATION, WHOSE NAME AND ADDRESS IS MARION WILLIAM BRIDGE, JR., 1812 SUNNY PALM DR., ORMOND BEACH, FL 32174.

**ARTICLE VIII. DESIGNATION OF REGISTERED AGENT**

THERE IS APPENDED TO THESE ARTICLES A CERTIFICATE DESIGNATING A RESIDENT AGENT AND STREET ADDRESS OF THE OFFICE, PLACE OF BUSINESS, OR LOCATION FOR THE SERVICE OF PROCESS UPON THIS CORPORATION WITHIN THE STATE. THAT CERTIFICATE IS MARKED "EXHIBIT A" AND IS BY THIS REFERENCE MADE A PART OF THESE ARTICLES.

IN WITNESS WHEREOF, EACH INCORPORATOR NAMED IN THESE ARTICLES HAS SIGNED THESE ARTICLES OF INCORPORATION.



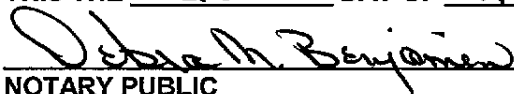
STATE OF FLORIDA

COUNTY OF VOLUSIA

PERSONALLY APPEARED KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FORGOING INSTRUMENT AND HE/SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THE SAME.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL IN THE STATE AND COUNTY AFORESAID,

THIS THE 20th DAY OF November, 2000.

  
NOTARY PUBLIC



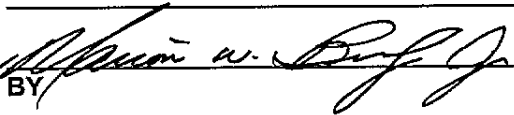
Debra M Benjamin  
My Commission CC851208  
Expires July 1, 2003

MY COMMISSION EXPIRES:

EXHIBIT "A"

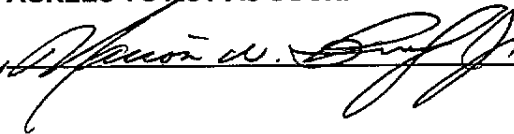
DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

THE ABOVE NAMED CORPORATION DOES HEREBY DESIGNATE: MARION  
WILLIAM BRIDGE, JR., AN INDIVIDUAL, RESIDENT OF THE STATE OF FLORIDA, WHOSE  
STREET ADDRESS IS 1812 SUNNY PALM DR., ORMOND BEACH, FL 32174, AS IT  
REGISTERED AGENT WITHIN THE MEANING OF THE FLORIDA GENERAL CORPORATION  
ACT, AND FURTHER DESIGNATES 1812 SUNNY PALM DR., ORMOND BEACH, FL 32174  
AS IT'S REGISTERED OFFICE.

BY 

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

THE UNDERSIGNED HAS BEEN APPOINTED AS REGISTERED AGENT OF  
BRIDGEWAY MOTORS, INC. AND DOES HEREBY ACCEPT THAT APPOINTMENT, AND  
AGREES TO ACT AS SUCH.



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00 NOV 21 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA