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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

MOTION POWER, INC.

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ARTICLES OF INCORPORATION
OF
MOTION POWER, INC.

The undersigned hereby associates, for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the information, rights, privileges, immunities and liabilities of corporations for profit.

ARTICLE I

The name of the corporation is: MOTION POWER, INC.

The principal place of business for this corporation is:

10125 N.W. 116th Way, Suite 18, Miami, Fl. 33178

ARTICLE II

The general nature of the business to be conducted and carried on by this corporations is:

(a) Any and all business permitted under the laws of the United States and the State of Florida.

(b) To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida, including, but not limited to, the right and power to manufacture, distribute, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of

THIS INSTRUMENT PREPARED BY:
BRUCE M. CEASE, ESQ.
2900 N.W. 7th Street
Miami, Florida 33125
(305) 642-5231

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every class, kind and description; except that it is not to conduct a banking, safe-deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan associations, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(c) The foregoing shall be construed as independent businesses, and the enumeration of any specific business shall not restrict any other business of the corporation.

(d) The corporation, shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its assets.

(e) Any meeting of the stockholders or directors may be held within or without the State of Florida, at such place as the by-laws of the corporation may designate.

(f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(g) (1) The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, grant a security interest in, transfer or otherwise dispose of its own shares but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted surplus.

(2) To the extent that earned surplus or capital surplus is used as the measure of the corporation's right to purchase its own shares, such surplus shall be restricted so long as such shares are held as treasury shares. Such restriction shall be allocated on a pro-rata basis to the treasury shares and upon the disposition or

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cancellation of any such shares, the restriction shall be removed to the extent it is attributable to the shares disposed of or canceled.

(3) Notwithstanding the limitations contained in subsection (1), the corporation may purchase or otherwise acquire its own shares for the purpose of:

- (a) Eliminating fractional shares.
- (b) Collecting or compromising indebtedness to the corporation.
- (c) Paying dissenting shareholders entitled to payment for their shares under the provisions of the General Corporation Act.
- (d) Effecting, subject to the other provisions of the General Corporation Act, the retirement of its redeemable shares by redemption or by purchase at not to exceed the redemption price.

(4) No purchase of or payment for its own shares shall be made by a corporation at a time when the corporation is insolvent or when such payment would make it insolvent.

(h) The corporation may keep books of the company outside the State of Florida, except as may otherwise be provided by law.

(I) The company may make by-laws not inconsistent with the Constitution of laws of the United States, the State of Florida, or with these Articles of Incorporation.

(j) The corporation shall have full power and lawful authority to issue, execute, assign, and endorse notes, mortgages, bonds and all other negotiable papers; to hold, buy and sell stock of other corporations; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and to secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

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(k) The stockholders shall have the power, either in the by-laws of the corporation or by contractual agreement among themselves, to make any provisions for cumulative voting and to make any limitations on the sale, assignment, transfer, pledge, hypothecation or other disposition of the stock of the corporation as to which the stockholders of the corporation deem necessary and/or proper for the best interest of the corporation.

(l) The objects and purposes specified in the foregoing clauses shall be, except where otherwise expressed, in no way limited or restricted, by reference to, or interference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of these Articles shall be regarded as independent objects and purposes.

ARTICLE III

(a) The stockholders are authorized to enter into an agreement regarding the limitations and requirements of voting, which said agreement shall be binding upon all persons.

(b) The maximum shares of stock which this corporation is authorized to have outstanding at any time shall be One Thousand (1000) at \$1.00 par value each, and all said stock and value thereof are issued in accordance with Section 1244 of the Internal Revenue Code and the Regulations issued thereunder, said offering of this stock under said provisions of the Internal Revenue Code to continue for a period not greater than two (2) years from the acceptance of these Articles of Incorporation by the State of Florida.

(c) All of the aforementioned stock is to be issued as fully paid for and non-assessable.

(d) There shall be pre-emptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to or acquiring shares. Stock in other corporations in going businesses may be purchased by

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the Corporation in return for the issuance of its capital stock; the said purchase shall be on such basis, and for such consideration, and the issuance of so much capital stock as the Directors of the Corporation may decide.

ARTICLE IV

The amount of capital with which this corporation may begin business shall not be less than \$500.00.

ARTICLE V

The existence of this corporations is perpetual.

ARTICLE VI

The name and street address of the initial registered agent and registered and permanent office of this corporation is: PETER STEWART - 10125 N.W. 116th Way, Suite 18, Miami, Florida, 33178.

However, this corporation may, from time to time, move the principal office to any other address in Florida, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

ARTICLE VI

The corporation shall have 1 Director initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders, but shall never be less than one.

(a) In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to:

- (1) To make, alter, amend, or repeal the by-laws of the corporation.
- (2) To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.
- (3) To set apart, out of any funds of the corporation available for dividends, a reserve or reserves for any purpose, and to abolish any such reserve in the manner in

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which is was created.

- (4) When, and as authorized by the affirmative vote of the holders of all of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose of when authorized by the written consent of the holders of all of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchise, upon such terms and conditions and for such consideration which maybe in whole, or in part, shares of stock in and/or other securities of any other corporations, as the Board of Directors shall deem expedient and for the best interests of the corporation.

ARTICLE VII

The names and street addresses of the first Board of Directors are:

NAME

ADDRESS

PETER STEWART

10125 N.W. 116th Way, Suite 18,
Miami, Florida 33178

ARTICLE IX

The name and street address of the subscriber and incorporator of these Articles of

Incorporation is:

PETER STEWART - 10125 N.W. 116th Way, Suite 18, Miami, Florida 33178

ARTICLE X

- (a) In furtherance and not in limitation of the powers conferred by Statutes, the Board of Directors is expressly authorized to make, and to alter and amend the by-laws of this corporation, to fix the amount to be reserved as working capital over and

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above its capital stock paid in, and to authorize and cause to be executed mortgages and liens without limit as to the amount upon the property and franchises of this corporation.

(b) This corporation may, in its by-laws, confer powers upon its Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statutes.

(c) No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is, or are, interested in, or is a member, stockholder, director or officer or are members, stockholders, directors, or officers of such other firm or corporation; and any director or officer, or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm association or corporation shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation, is a party or are parties, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may in any way be interested; directors, when so interested, shall be counted present at directors' meetings for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.

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IN WITNESS WHEREOF, the party to these Articles of Incorporation, has
hereunto set his hand and seal this 30th day of November, A.D., 2000.

Peter Stewart

PETER STEWART,
Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly
authorized in the State and County name above, to take acknowledgments, personally
appeared PETER STEWART to me known to be the person described in the foregoing
Articles of Incorporation as the subscriber in, and who executed the same.

WITNESS my hand and official seal in the County and State named above this
30th day of November, 2000.

My Commission Expires:

Isabel M. Mateos
NOTARY PUBLIC

Isabel M. Mateos
PRINTED NOTARY SIGNATURE



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ACKNOWLEDGMENT

(Must be signed by Designated Registered Agent)

PETER STEWART

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 
PETER STEWART
(Registered Agent)

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