

PO1 000015900

Law Offices
of
JOHN M. BERNAZZOLI

2734 Polk Street, Suite H
Hollywood, Florida 33020

Telephone: (954) 923-9700
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December 12, 2000

Division of Corporation
P O Box 6327
Tallahassee, FL 32314

300003504073--9
-02/13/01--01003--009
*****43.75 *****43.75

Re: Change Articles of Incorporation from
Pro BNW, Inc. to A & B Golf Car
Parts & Accessories, Inc.

300003504073--9
-12/18/00--01098--003
*****35.00 *****35.00

Dear Sirs:

Enclosed you will find an original and a copy of the Articles of Amendment to Articles of Incorporation. Also enclosed is a check in the amount of \$35.00 for the filing fee.

Could you please make the change and return the stamped copy in the enclosed self addressed stamped envelope. If you have any questions, please contact me.

Very respectfully yours,

JOHN M. BERNAZZOLI, ESQ.

JMB:nbs
Enclosures

FILED
01 FEB 12 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 2, 2001

JOHN BERNAZZOLI
2734 POLK STREET, SUITE H
HOLLYWOOD, FL 33020

SUBJECT: PRO BNW, INC.
Ref. Number: P99000091597

We have received your document for PRO BNW, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

The balance due to reinstate will be \$750.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 701A00000135

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is A & B GOLF CAR PARTS & ACCESSORIES, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The corporation shall have authority to issue 1,000 shares, all of one class, .10 ¢ par value.

ARTICLE V

The address of its initial registered office is 2322 S.W. 58th Terrace, Hollywood, FL 33023, and the name of its initial registered agent at said address is Alberto Navarro.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI


The principal office and mailing address of the corporation will be: 2322 S.W. 58th Terrace, Hollywood, FL 33023.

ARTICLE VII

The number of directors constituting its initial board of directors are two (2) whose names and addresses are: Alberto Navarro, 2322 S.W. 58th Terrace, Hollywood, FL 33023 and Bradley Brin, 2322 S.W. 58th Terrace, Hollywood, FL 33023.

ARTICLE VIII

The name and address of the incorporator is: Alberto Navarro, 2322 S.W. 58th Terrace, Hollywood, FL 33023.



Alberto Navarro

STATE OF FLORIDA)

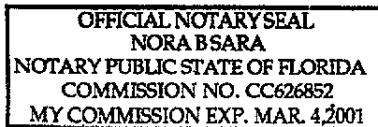
SS:

COUNTY OF BROWARD)

BEFORE ME, a Notary Public, personally appeared, Alberto Navarro, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath, and who as Incorporator executed the

foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in the State and County aforesaid, this 5th day of February, 2001.



Nora B. Sara
Notary Public
Nora B. Sara
Print Name

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED hereby accepts his designation as registered agent
for A & B GOLF CAR PARTS & ACCESSORIES, INC.


Alberto Navarro

STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)

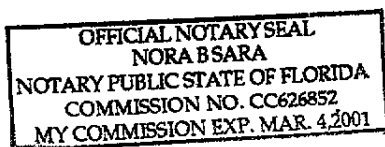
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

BEFORE ME, a Notary Public, personally appeared, Alberto Navarro,
who is personally known to me or who has produced _____ as
identification and who did (did not) take an oath, and who as Registered Agent executed
the foregoing Acceptance of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and my official
seal in the State and County aforesaid, this 5th day of February, 2001.



Nora B. Sara
Notary Public
Nora B. Sara
Print Name