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KAREN E. ROSELLI, P.A.

LAW OFFICES

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUITE 260

ESPERANTE BUILDING

222 LAKEVIEW AVENUE

WEST PALM BEACH, FLORIDA 33401

TELEPHONE (561) 655-8240

FACSIMILE (561) 659-5399

E-MAIL

kroselli@bellsouth.net

March 14, 2001

BY FIRST CLASS U.S. MAIL

Florida Department of State
Division of Corporations
New Filing Section
409 Gaines Street
Tallahassee, FL 32399

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-03/16/01--01084--005
*****78.75 *****78.75

Re: Articles of Incorporation for R-1 Motors Inc. (For Profit Corporation)

Dear Sir or Madame:

Enclosed please find two original Articles of Incorporation for a new Florida corporation for-profit, to be known as R-1 Motors Inc., together with the fee of \$78.75, representing the filing fee for this corporation and the cost for a Certificate of Status. Please file one (1) original and return one (1) stamped original, together with a Certificate of Status for this corporation, after filing to the undersigned attorney in the enclosed pre-addressed, stamped envelope. If you have any questions, please do not hesitate to contact my office. Thank you for your assistance in this regard.

Very truly yours,

Karen E. Roselli, Esquire

KER:ml
enclosure

CB 3-21

**ARTICLES OF INCORPORATION
OF
R-1 MOTORS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation (the "Corporation") under the laws of the State of Florida as contained in the "Florida Business Corporation Act", Chapter 607 of the Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation for the Corporation:

1. The name of the Corporation is:

R-1 Motors, Inc.

2. The initial mailing address of the Corporation is:

Karen E. Roselli, P.A.
222 Lakeview Avenue, Suite 260
West Palm Beach, FL 33401

3. The Corporation shall have perpetual existence.

4. The general purpose for which the Corporation is initially organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

5. The aggregate number of shares which the Corporation shall have authority to issue is one hundred (100) shares of common stock having a par value of one dollar (\$1.00), all of one class.

6. The address of the initial registered office of the Corporation is: Karen E. Roselli, P.A., 222 Lakeview Avenue, Suite 260, West Palm Beach, Florida 33401. The Registered Agent at that address is:

Karen E. Roselli, Esquire

7. The name and address of the Incorporator is:

Karen E. Roselli, P.A.
222 Lakeview Avenue, Suite 260
West Palm Beach, FL 33401

8. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to these reservations.

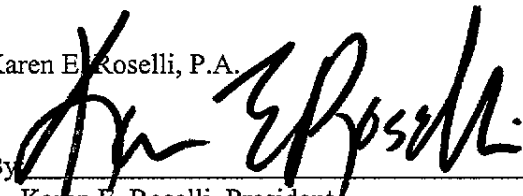
9. The date when corporate existence shall begin shall be the date of the execution of these Articles of Incorporation by the undersigned, provided these Articles are filed with the Secretary of State within the time allowed by law.

IN WITNESS WHEREOF, the undersigned has this 14th day of March, 2001, made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.


Karen E. Roselli, Esquire, Incorporator

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Corporation. We are familiar with, and accept the obligations of, Section 607.0505 of the Florida Statutes.

Karen E. Roselli, P.A.
By 
Karen E. Roselli, President

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF PALM BEACH

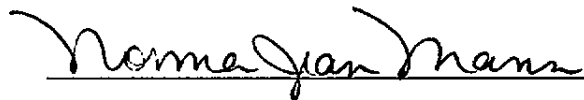
BEFORE ME, the undersigned, a Notary Public, personally appeared KAREN E. ROSELLI, ESQUIRE, who is and who is known to me to be the Incorporator named in and who subscribed to the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and seal this 14th day of March, 2001.

NOTARY PUBLIC STATE OF FLORIDA



Norma Jean Mann
MY COMMISSION # CC730403 EXPIRES
May 30, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


NORMA JEAN MANN
Printed Name of Notary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA