

Law Offices of Donald N. Jacobson

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Member of the Florida Bar, Middle and Southern Districts
Of Counsel: L. Gregory Loomar, P.A.

PO1000046322
May 2, 2001

Department of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: **U.S. Coachworks, Inc.**

700004137787--3
-05/04/01--01115--004
*****78.75 *****78.75

To Whom It May Concern:

Enclosed herewith are two duly-executed copies of the Articles of Incorporation for the above-captioned corporation.

Please file the enclosed Articles of Incorporation and, upon completion of the filing process, certify and return to us one certificate under seal. We have enclosed a check in the amount of \$78.75 to cover fees.

Thank you for your assistance in this matter.

Very truly yours,

LAW OFFICES OF DONALD N. JACOBSON


DONALD N. JACOBSON

DNJ:lw
enclosures

FILED
01 MAY -4 AM 10:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch
MAY 9 2001

ARTICLES OF INCORPORATION
OF
U.S COACHWORKS, INC.

FILED
01 MAY -4 AM 10:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is U.S COACHWORKS, INC., and the mailing address shall be 13899 Biscayne Boulevard, Suite 311, North Miami Beach, Florida 33181.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation is to engage in the practice of and to conduct any and all business or other lawful activity permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

(1) The maximum number of shares of stock that this corporation is authorized to issue to have outstanding at any one time is ONE HUNDRED (100) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

(2) The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the Incorporators, or by the Directors at a meeting called for such purpose, or at the organizational meeting.

(3) Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services to be fixed by the Directors of the company.

Stock in other corporations or ongoing businesses may be purchased by the Corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such considerations and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4400 North Federal Highway Suite 210-24, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation at that address is Donald N. Jacobson, Esq.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be diminished to less than one

(1). The name and address of the initial directors of this corporation are:

TITLE	NAME	ADDRESS
President	Vincent Bucellato	13899 Biscayne Boulevard Suite 311 North Miami Beach, FL 33181
Vice President	Tina M. Bucellato	13899 Biscayne Boulevard Suite 311 North Miami Beach, FL 33181
Secretary	Gaspare Bucellato	13899 Biscayne Boulevard Suite 311 North Miami Beach, FL 33181

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - TERMINATION

The Corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debtors of the Corporation, be distributed to the Shareholders in proportion to the number of shares of stock in the Corporation which each Shareholder then owns.

ARTICLE X - INCORPORATORS

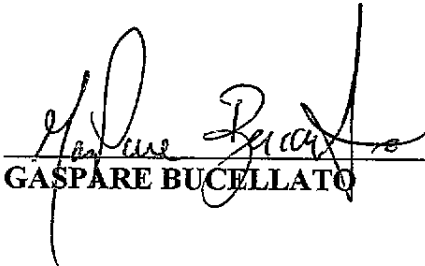
The name and address of the person signing these Articles is:

NAME

ADDRESS

Gaspere Bucellato

13899 Biscayne Boulevard
Suite 311
North Miami Beach, FL 33181



GASPARE BUCELLATO

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR
U.S COACHWORKS, INC.

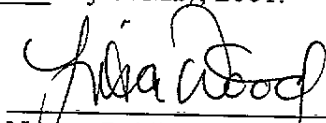
Having been named registered agent to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation for U.S COACHWORKS, INC., DONALD N. JACOBSON, ESQ. hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.


DONALD N. JACOBSON, ESQ.

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

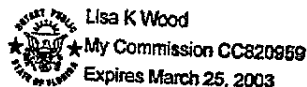
BEFORE ME, the undersigned authority, this day personally appeared DONALD N. JACOBSON who is personally known to me or who has produced a driver license as identification, who first being duly sworn on oath by me, says: that he has executed the foregoing, and that he signed same for the intent and purposes contained herein.

WITNESS my hand and official seal this 2 day of May, 2001.



Notary Public
State of Florida at Large

My Commission Expires:



FILED
01 MAY -4 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA