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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-02/26/02--01067--014
*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. RX7 AUTOMOTIVE, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

DIVISION OF CORPORATION

02 FEB 26 PM 12:45

RECEIVED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

FILED
02 FEB 26 PM 3:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
RX7 AUTOMOTIVE, INC**

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I.- NAME

The name of the corporation shall be: **RX7 AUTOMOTIVE, INC**

ARTICLE II.- DURATION

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

Corporate existence shall commence at the time of filing the Articles by the Department of State of Florida.

ARTICLE III.- PURPOSE

This Corporation is organized for purpose of transacting any and all lawful business.

ARTICLE IV.- CAPITAL STOCK

This Corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock which shall be designated COMM STOCK"

ARTICLE V.- PREEMTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock or this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI.- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial, principal and registered office of this Corporation is 745 N.W. 122 Pass, Miami, Florida 33182 and the name of the initial registered agent of this Corporation at that address is: Boris Duniesky Llorens

ARTICLE VII.- INTIAL BOARD OF DIRECTORS

This Corporation shall have Director (s) initially. This number of Directors may be either increased or diminished form time to time by the bylaws but shall never be less than one. The name(s) and address (es) of the initial Directors (s) of this Corporation is (are):

Name(s):

Address:

Boris Duniesky Llorens

745 N.W. 122 Pass
Miami, Florida 33182

Emilio L.Diaz

15956 S.W. 81 St.
Miami, Florida 33193

ARTICLE VIII.- INCORPORATORS

The name(s) and address (es) of the person(s) signing these articles is (are):

Incorporator(s):

Address:

Boris Duniesky Llorens

745 N.W. 122 Pass
Miami, Florida 33182

Emilio L.Diaz

15956 S.W. 81 St.
Miami, Florida 33193

ARTICLE IX.- BYLAWS

The power to adopt, alter amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X.- CALLING OF SPECIAL MEETING

Special meeting of shareholders may be called by the Board of Directors or the holders of not less than one thenth of all the shares entitled to vote of all the shares entitled to vote at the meeting.

ARTICLE XI.- SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII.- APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE
APPOINTMENT AS REGISTERED AND AGREE TO ACT IN THIS CAPACITY. I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES,
AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION
AS REGISTERED AGENT.**

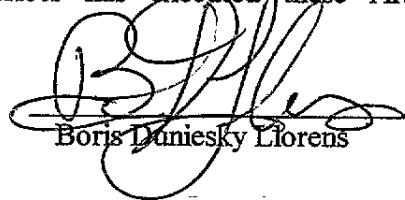


REGISTERED AGENT SIGNATURE

ARTICLE XIII.- INDEMNIFICATION

This Corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In Witness Whereof, the undersigned subscriber has executed these Articles of Incorporation this 22 days of February, 2002.


Boris Duniesky Llorens

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02 FEB 26 PM 3:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA