



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 30, 2002

FILINGS INC.

SUBJECT: U.S. AIRMOTIVE WORLDWIDE CORP.
Ref. Number: W02000015624

We have received your document for U.S. AIRMOTIVE WORLDWIDE CORP..
However, the document has not been filed and is being returned for the following:

Your document is being returned as requested.

Please return the original and one copy of 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) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 002A00034905

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02 MAY 31 AM 11:41
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Dudes of Fort Lauderdale, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be
3270/3280 NE 33rd Street
Fort Lauderdale, Florida 33308

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TALLAHASSEE FLORIDA

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresss of the initial Directors are:

Gary Hall -Pres
3270/3280 NE 33rd Street
Fort Lauderdale, Florida 33308
William Parker -VP
3270/3280 NE 33rd Street
Fort Lauderdale, Florida 33308
Robert Ricks -Sec/Tres
3270/3280 NE 33rd Street
Fort Lauderdale, Florida 33308

ARTICLE VII - INCORPORATOR

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

Filings, Inc., a Florida Corporation
3732 N.W. 16th Street
Fort Lauderdale, Florida 33311

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

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

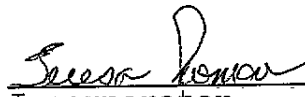
ARTICLE X - AMENDMENT

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 Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: May 31, 2002

Filings, Inc.
by Teresa Roman, Vice-President



Incorporator

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Dudes of Fort Lauderdale, Inc. , desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: May 31, 2002




Teresa Roman, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: May 31, 2002

Filings, Inc.
by Teresa Roman, Vice-President



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TALLAHASSEE FLORIDA