

P02000073269

STEVEN A. RAMUNNI, P.A.

Attorney At Law

(also member Texas Bar)

steve@sramunni.com

Heritage Square
1422 Hendry Street, Suite 302
Fort Myers, Florida 33901
Telephone 941-791-3900
Facsimile 941-791-3901

90 Howe Avenue
P.O. Box 1118
LaBelle, Florida 33975
Telephone 863-675-4646
Facsimile 863-675-4174

June 26, 2002

Florida Secretary of State
Division of Corporations
The Capitol, Room 2002
Tallahassee, Florida 32301

500006165035--9
-07/03/02--01007--004
****122.50 *****78.75

IN RE: The Incorporation of Motorwerks of Southwest Florida, Inc.

Dear Sir:

Enclosed herewith is the original and one copy of the duly executed Articles of Incorporation along with my check in the amount of \$122.50 for the incorporation of Motorwerks of Southwest Florida, Inc.

Please file them with your department and return to me a certified copy thereof. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance and cooperation in this matter.

Sincerely,

Steven A. Ramunni

/slp

Enclosures

02 JUL -2 AM 9:21

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MOTORWERKS OF SOUTHWEST FLORIDA, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUL -2 AM 9:21

ARTICLE I. CORPORATE NAME.

The name of this corporation is: MOTORWERKS OF SOUTHWEST FLORIDA, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the Initial Registered Office of this corporation in the State of Florida shall be:

RICHARD RAMADON

3037 FOWLER STREET
FORT MYERS FLORIDA 33901

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This corporation shall have one (1) director initially. The

number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS.

The names of the initial directors of this corporation and their street addresses are:

Richard Ramadon, 3037 Fowler Street, Fort Myers,
Florida 33901

The persons named as initial directors shall hold office for the first year of existence of this corporation or until successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and the street address of the person signing these Articles of Incorporation as the Incorporator are:

STEVEN A. RAMUNNI

1422 HENDRY STREET, SUITE 302
FORT MYERS FLORIDA 33901

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of this Articles of Incorporation be made.

ARTICLE X. PREEMPTIVE RIGHTS.

All shareholders shall be entitled to preemptive rights.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 3rd day of June, 2002.

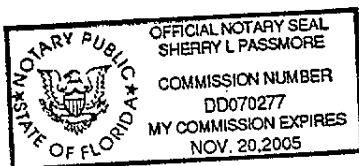
Res RIA
Incorporator

STATE OF FLORIDA

COUNTY OF Lee

BEFORE ME, a Notary Public, personally appeared STEVEN A. RAMUNNI, to me personally known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation this 3rd day of June, 2002.

(Notary Seal)



Sherry L. Passmore
Notary Public

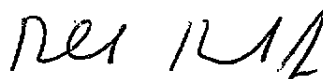
SHERRY PASSMORE
Printed Notary Name
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

That Motorwerks of Southwest Florida, Inc., desiring to organize under the laws of the State of Florida, with its principal office located at 3037 Fowler Street, Fort Myers, Florida, County of Lee, State of Florida, has named Richard Ramadan, 3037 Fowler Street, Fort Myers, Florida 33901, County of Lee, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



RICHARD RAMADON
Registered Agent

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUL -2 AM 9:21