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WAYNE L. ALLEN & ASSOCIATES, P.A.

Employment Law Attorneys

WAYNE L. ALLEN

September 11, 2002

ADRIENNE E. TRENT
W. JOHN GADD

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/16/02--01053--020
*****78.75 *****78.75

Subject: Incorporation of Motorvation Services, Inc.

Dear Sir/Madam:

Enclosed please find the following:

1. Two executed copies of the Articles of Incorporation for the subject corporation.
2. Our firm check in the amount of \$78.75 to cover the following fees:
 - a. \$35.00 corporation filing fee.
 - b. \$8.75 for a certified copy of the Articles of Incorporation.
 - c. \$35.00 fee for designation of Wayne L. Allen, Esquire the registered agent.
3. Designation as registered agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law, and return the certified copy of the Articles of Incorporation to the undersigned.

Thank you for your assistance and cooperation in this matter.

Sincerely,

Wayne L. Allen

WLA/mjm
Enclosures

700 North Wickham Road, Suite 107, Melbourne, Florida 32935
Phone: (321) 254-7550 • Fax: (321) 242-1681

D. WHITE SEP 17 2002

FILED
02 SEP 16 PM 3:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

7

ARTICLES OF INCORPORATION
OF
MOTORVATION SERVICES, INC.

FILED
02 SEP 16 PM 3:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

MOTORVATION SERVICES, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2311 Treetop Court
Melbourne, FL 32934

ARTICLE III. DURATION

This corporation shall have perpetual existence.

ARTICLE IV. PURPOSE

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

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 750 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE VI. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is:

WAYNE L. ALLEN, ESQUIRE
700 N. WICKHAM ROAD, SUITE 107
MELBOURNE, FL 32935

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This corporation shall have (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than (1). The name and address of the initial director of this corporation is:

Robert J. Marines
2311 Treetop Court
Melbourne, FL 32934

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of

Incorporation is:

Robert J. Marines
2311 Treetop Court
Melbourne, FL 32934

ARTICLE XI. BYLAWS

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

ARTICLE XII. CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principle among any number of the candidates.

ARTICLE XIII. CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called as provided by law.

ARTICLE XIV. SHAREHOLDER QUORUM AND VOTING

A 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 a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV. SHAREHOLDER'S MEETING NOT REQUIRED

Any action of the shareholders of this corporation may be taken by written consent.

ARTICLE XVI. DIRECTOR QUORUM

A majority of the directors shall constitute a quorum for a meeting of directors.

ARTICLE XVII. MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in meetings of the board of directors by means of conference telephone as provided by law.

ARTICLE XVIII. ACTION BY DIRECTORS WITHOUT A MEETING

The director of this corporation may take action by written consent, as provided by law.

ARTICLE XIX. DIVIDENDS

Dividends may be paid to shareholders.

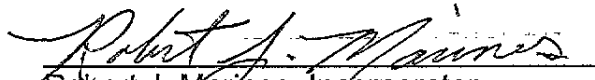
ARTICLE XX. INDEMNIFICATION

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

ARTICLE XXI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, 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 this 11 day of September, 2002 .


Robert J. Marines, Incorporator

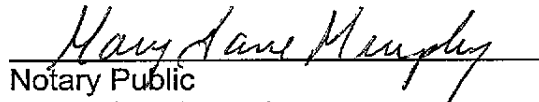
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly
authorized in the State and County named above to take acknowledgements,
personally appeared to me known to be the person described as incorporator in
and who executed the foregoing Articles of Incorporation, and who
acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above
this 11th day of September, 2002.

SWORN TO AND SUBSCRIBED before me this 11th day of September,
2002, by Robert J. Marines, who is personally known to me or produced the
following identification FL DL #m652770524530, and who did take an
oath.

My commission
expires MAY 3, 2006


Notary Public
State of Florida at Large



Mary Jane Murphy
My Commission DD094797
Expires May 03, 2006

DESIGNATION AS REGISTERED AGENT

FILED

02 SEP 16 PM 3:00

In compliance with Section 48.091, and Section 607.0501, Florida Statutes, the following is submitted:

SECRETARY OF THE STATE
TALLAHASSEE FLORIDA

That MOTORVATION SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal office at 2311 Treetop Court, Melbourne, Florida, County of Brevard, has named Wayne L. Allen, Esquire located at 700 N. Wickham Road, Suite 107, Melbourne, Florida, County of Brevard, as its agent to accept service of process within this state.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned accepts being designated as its Registered Agent and states that he is familiar with, and accepts, the obligations of that position.

DATED this 12 day of September, 2002.


WAYNE L. ALLEN, ESQUIRE