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FLORIDA PROFIT CORPORATION OR P.A.

comarth motor holdings corporation

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**ARTICLES OF INCORPORATION
OF**

COMARTH MOTOR HOLDINGS CORPORATION

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be: **COMARTH MOTOR HOLDINGS CORPORATION**

ARTICLE II: COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III: PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The address of the corporation's principal office and mailing address shall be:

3011 N.E. 36th Street, Lighthouse Point, Florida 33064

ARTICLE IV: PURPOSE

The corporation is being organized for the purpose of conducting any business authorized under the State of Florida.

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ARTICLE V: CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is One Million (1,000,000) Shares, all of which shall be Common Shares, no par value.

ARTICLE VI: DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one
(1). The name and address of the individual who shall serve on the Initial Board of Directors is:

Sean Patrick Sheehan, 3011 N.E. 36th Street, Lighthouse Point, Florida 33064

ARTICLE VII: INDEMNIFICATION

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

ARTICLE VIII: INITIAL REGISTERED OFFICE & AGENT

The name and mailing address of the individual who shall serve as this corporation's initial registered agent is:

Stephen J. Padula, Esq., 7900 Glades Road, Suite 650, Boca Raton, Florida 33434

ARTICLE IX: AMENDMENTS

The corporation reserves the right to amend or repeal any provisions in these Articles of incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ARTICLE X: INCORPORATOR

The name and the street address of the incorporator for these Articles of Incorporation is:

Stephen J. Padula, Esq., 7900 Glades Road, Suite 650, Boca Raton, Florida 33434

The undersigned incorporator has executed these Articles of Incorporation this 25th day of October 2002.

Signature of Incorporator:



Stephen J. Padula

Stephen J. Padula, Esq. is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation.



Stephen J. Padula

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **COMARTH MOTOR HOLDINGS CORPORATION**
2. The name and address of the registered agent and office is:

**Stephen J. Padula, Esq.
7900 Glades Road, Suite 650
Boca Raton, FL 33434**

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent 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 further familiar with and accept the obligations of my position as Registered Agent.


STEPHEN J. PADULA

10-28-02
(Date)

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