

P02000127938

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000307683 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : ADORNO & YOSS, P.A.
Account Number : 076247002423
Phone : (954)763-1200
Fax Number : (954)766-7800

FILED
03 OCT 30 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RF- EIVPD
03 OCT 30 PM 4:15
DIVISION OF CORPORATIONS

BASIC AMENDMENT

GULFSTREAM USA MANAGEMENT GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing

Public Access Help

Amended & Resubmitted with N/C

T BROWN OCT 30

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF GULFSTREAM USA MANAGEMENT GROUP, INC.**

FILED
03 OCT 30 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the Director and President of Gulfstream USA Management Group, Inc. (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on December 5, 2002, Document No. P02000127938.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the Directors of the Corporation and its sole shareholder on October 29, 2003. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

**ARTICLE I
NAME**

The name of the Corporation is GULFSTREAM MOTOR HOLDINGS, INC.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

Brian Pearlman, Esq., Fla. Bar. #157023
Adorno & Yoss, P.A.
350 E. Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is:

333 North New River Drive East
Third Floor
Fort Lauderdale, Florida 33301

ARTICLE V
CAPITAL STOCK

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be Fifty-Five Million (55,000,000) shares, of which:

(i) Fifty Million (50,000,000) shares shall be designated Common Stock, \$.0001 par value. Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders;

(ii) Five Million (5,000,000) shares shall be designated Preferred Stock. The Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, shall be authorized to divide and establish any or all of the unissued shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, the number of shares which shall constitute such series and certain preferences, limitations and relative rights of the shares of each series so established.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is: 333 North New River Drive East, Third Floor, Fort Lauderdale, Florida 33301. The name of the Corporation's registered agent at that office is: Howard Patterson.

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Howard Patterson, 333 North New River Drive East, Third Floor, Fort Lauderdale, Florida 33301.

ARTICLE VIII
AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE IX
CONTROL SHARE ACQUISITIONS

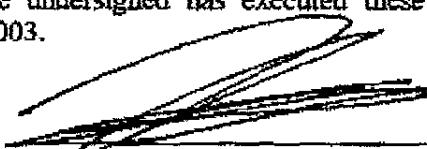
The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to contro share acquisitions.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

THIRD: The foregoing amendment was adopted by all of the Directors and the majority holders of the Common stock of the Corporation pursuant to sections 607.0821 and 607.0704 of the Florida Business Corporation Act on October 29, 2003. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of October, 2003.

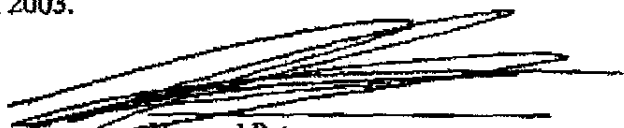

Howard Patterson
Sole Director and President

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of GULFSTREAM MOTOR HOLDINGS, INC., a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 29th day of October, 2003.



Howard Patterson
Registered Agent