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FLORIDA PROFIT/NON PROFIT CORPORATION

Duncan Motor Company

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ARTICLES OF INCORPORATION
OF
DUNCAN MOTOR COMPANY
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of DUNCAN MOTOR COMPANY, a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is DUNCAN MOTOR COMPANY and the street address of the initial principal office of the Corporation is 340 Royal Poinciana Way, Suite 326B Palm Beach, FL 33480.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of \$.001 par value Common Stock.

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ARTICLE IVINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 120 E. Palmetto Park Road, Suite 450, Boca Raton, FL 33432, and the name of the initial Registered Agent of the Corporation at that address is Redgrave & Rosenthal LLP.

ARTICLE VINITIAL BOARD OF DIRECTORS

The Corporation shall initially have one director to hold office until the first Annual Meeting of Shareholders and until his successor has been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation is:

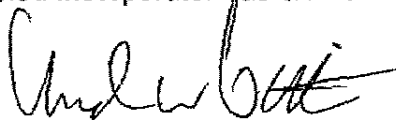
NameAddress

Bradford L. Tolley

340 Royal Poinciana Way, Suite 326B
Palm Beach, FL 33480ARTICLE VIINCORPORATOR

The name and address of the Incorporator of the Corporation is Gerald W. Gritter, Esquire, Redgrave & Rosenthal LLP, 120 E. Palmetto Park Road, Suite 450, Boca Raton, FL 33432.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on July 19, 2006.



GERALD W. GRITTER, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for DUNCAN MOTOR COMPANY at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

REDGRAVE & ROSENTHAL LLP,
Initial Registered Agent

Dated: July 19, 2006

By: 

GERALD W. GRITTER

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