

**Electronic Articles of Incorporation
For**

P08000097654
FILED
October 30, 2008
Sec. Of State
jshivers

RIVER PHOENIX AUTOMOTIVE CORP.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

RIVER PHOENIX AUTOMOTIVE CORP.

Article II

The principal place of business address:

101 20TH STREET
3307
MIAMI BEACH, FL. 19 33139

The mailing address of the corporation is:

101 20TH STREET
3307
MIAMI BEACH, FL. 19 33139

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

300

Article V

The name and Florida street address of the registered agent is:

LEGAL ASSETS, INC.
1401 BRICKELL AVENUE
700
MIAMI, FL. 33131

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: RICHARD M. ZELMAN, ESQ.

Article VI

The name and address of the incorporator is:

RICHARD M. ZELMAN
1401 BRICKELL AVENUE
700
MIAMI, FLORIDA 33131

Incorporator Signature: RICHARD M. ZELMAN

Article VII

The effective date for this corporation shall be:

10/30/2008