

FRED ROBLES ACCOUNTING SERVICES
11334 Arnes Drive
Orlando, Florida 32837

January 2, 1995

996000005166

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA 32304

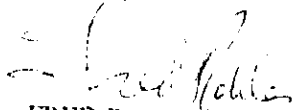
Dear Sirs:

Enclosed please find original of the Articles of Incorporation for

MASTER ELECTRIC AUTO, INC.

Accompanied by a check for the amount of \$122.50.

Sincerely,


FRED ROBLES
ACCOUNTANT

RECEIVED
JAN 17 1995

ARTICLES OF INCORPORATION

OF

MASTER ELECTRIC AUTO, INC.

WE, the undersigned subscribes of these Articles of Incorporation, both natural persons, competent to contract and desiring to form a Company under the Laws of the State of Florida, hereby certify as follows:

ARTICLE I

The name of the proposed company is: MASTER ELECTRIC AUTO, INC.

ARTICLE II

The Company may engage in activity or business permitted under the Laws of the United States of America and the State of Florida

ARTICLE III

The maximum number of shares of stock which the company is authorized to have outstanding at any time shall be 1000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which this company will begin business shall not be less than \$100.00.

ARTICLE V

This Company shall have perpetual existence beginning on date of Incorporation

ARTICLE VI

The principal office of this Company shall be located at:

2901 W. Washington St.
Orlando, Florida 32805

or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states or countries as may from time to time be authorized by its Board of Directors.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The name and address of the initial registered agent of this Company is:

ALBERTO SAN PEDRO
12218 Hatfield Ct.
Orlando, Fl. 32837

ARTICLE VIII

This Company shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than two (2). The name and address of the initial director of the Company is:

ALBERTO SAN PEDRO
12218 Hatfield Ct.
Orlando, Fl 32837

Said Directors are of legal age.

ARTICLE IX

The name and street addresses of the subscriber of these Article of Incorporation:

ALBERTO SAN PEDRO
12218 Hatfield Ct.
Orlando, Fl 32837

ARTICLE X

The By-Laws of this Company may be created, amended or changed by either the stockholders or the Director (s) at any regular or duly scheduled special meeting.

ARTICLE XI

The Company shall have, in addition to a President and Vice President such other additional officers as may be created from time to time by, and the authorization of, its By-Laws.

ARTICLE XII

All officers, agents and directors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.

ARTICLE XIII

Every person who is or hereafter shall become a director of this Company, shall be indemnified by the Company against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with or resulting from, any action suite or proceeding, or whatever nature, to which he is or shall be made a part by reason of his being or having been a director of this Company (whether or not he is made a party to such cost or expenses in incurred by or imposed upon him).

However, an exception is made to above in relation to matters as to which he shall be finally adjudge in such action, suit or proceeding to have derelict in the performance of the duties imposed in him as such director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of Law.

ARTICLE XIV

The Company reserves the rights to amend or repeal any of the provisions contained in these Articles of Incorporation or any of the amendments to them and any right conferred upon the shareholders is subject to these reservations.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST-- MASTER ELECTRIC AUTO, INC. desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Orlando, County of ORANGE, State of FLORIDA has named ALBERTO SAN PEDRO its agent to accept services of process within this State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

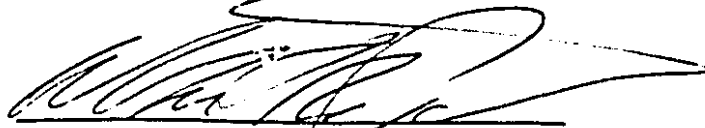
Having been named to accept service of process for the above stated Company, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply (continued of Resident Agent Acknowledgment).

with the provisions of said Act relative to keeping open said office.



ALBERTO SAN PEDRO

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged
these ARTICLES OF INCORPORATION this 30 DAY of DECEMBER, 1994.



ALBERTO SAN PEDRO

STATE OF FLORIDA:
: SS

COUNTY OF ORANGE

I HEREBY CERTIFY, that ALBERTO SAN PEDRO personally appeared
before me, authorized officer (s) duly commissioned to administer oaths and take
acknowledgments:

to me well known, and known to me to be person who executed the foregoing
ARTICLES OF INCORPORATION, and acknowledge that they signed and executed
same for the uses and purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at
ORANGE County, the day and year above written.



NOTARY PUBLIC

MY COMMISSION EXPIRES:



NOTARY PUBLIC
STATE OF FLORIDA
Commission Expires: Aug. 16, 1997
Bonded by AMB
R00-602-8078

FILED
95 JAN 17 AM 10:57
TALLAHASSEE, FLORIDA