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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 0-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3894
FAX: (305) 541-3770

NAME: M & M MOBILITY CONVERSIONS, INC.
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TALLAHASSEE, FLORIDA

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M & M MOBILITY CONVERSIONS, INC.

ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION, the incorporator
form a corporation for profit under the Laws of the State
Florida.

ARTICLE I - CORPORATE NAME

The name of this Florida Corporation shall be:

M & M MOBILITY CONVERSIONS, INC.

The office of said Corporation will be located at:

1711 N.W. 123rd Avenue, Pembroke Pines 33026,

ARTICLE II - TERM OF CORPORATION

This corporation is formed to exist in perpetuity

ARTICLE III - PURPOSE OF THE CORPORATION

The Purpose of this Florida Corporation shall be:

To engage in any and all business or other transactions permitted
or allowed in the State of Florida.

Prepared by:
Richard I. Glick, Esq.
7737 N. University Dr. 104
Tamarac, FL 33321
305-726-6407
Fl Bar No. 254150

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ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of Common Stock with a One Dollar (\$ 1.00) Par Value. The Corporation is authorized to issue stock pursuant to Section 1244 Internal Revenue Code and/or to elect to be treated pursuant to Section 1362 Internal Revenue Code as an "S" corporation as determined by the Board of Directors at their first meeting or at such other time as allowed by law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of this Corporation shall be:

MORRIS ROUAN

The initial registered office of this Corporation shall be located at the following street address:

**1711 N.W. 123rd Avenue
Pembroke Pines 33026**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Board of Directors of said corporation shall initially have three directors. The number may be increased from time to time by the Corporations By-Law's. The name and address of the initial director of this Corporation is:

MORRIS ROUAN	PRESIDENT/ DIRECTOR	1171 N.W. 123rd Avenue Pembroke Pines, FL 33026
MITCHELL STORFER	VICE PRESIDENT/ DIRECTOR	1171 N.W. 123rd Avenue Pembroke Pines, FL 33026
ROBIN ROUAN	TREASURER/SECRETARY DIRECTOR	1171 N.W. 123rd Avenue Pembroke Pines, FL 33026

ARTICLE VII - INCORPORATORS

The name and address of the persons signing these Articles of Incorporation as Incorporators thereof are:

MORRIS ROUAN

PRESIDENT/
DIRECTOR

1171 N.W. 123rd Avenue
Pembroke Pines, FL 33026

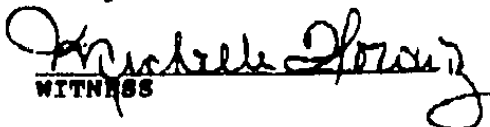
ARTICLE VI - AMENDMENTS

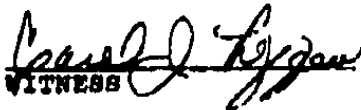
The power to amend, alter, or adopt additional Articles to these Articles of Incorporation, or to adopt, amend and alter By-Laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned has signed these ARTICLES OF INCORPORATION, as Incorporators on this 21 day of APRIL, 1995.


MORRIS ROUAN

SIGNED, SEALED and DELIVERED in the presence of:


WITNESS

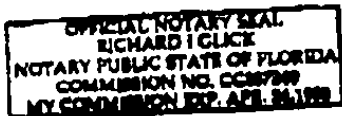

WITNESS


STATE OF FLORIDA)

SS

COUNTY OF BROWARD)

THE FOREGOING INSTRUMENT, was signed, sealed, and acknowledged before me on this 21 day of APRIL 1995 by, MORRIS ROUAN, who is known to me or have produced Drivers License as Proof of identification.




NOTARY PUBLIC
STATE OF FLORIDA

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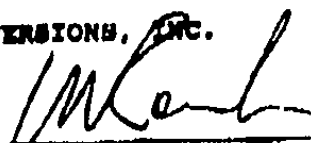
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I, MORRIS ROUAN, hereby accept appointment as the
REGISTERED AGENT OF M & M MOBILITY CONVERSIONS, INC.


MORRIS ROUAN

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TALLAHASSEE, FLORIDA

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