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FILED
95 APR 26 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOLID GROUP INCORPORATED

SOLID GROUP INCORPORATED
4121 NORTH STATE ROAD
LAUDERDALE LAKES, FL 33319

Telephone 1-305-749-4362

Department of state
Division of Corporations
P.O. Box 6327
Tallahassee, fl 32314
March 13, 1995

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-04/26/95--01085--011
****122.50 ****122.50

SUBJECT: PONTI BP SPOL S.R.O. INC.

Dear Sirs,

Enclosed is an original and one (1) copy of the Articles of Incorporation and a Check for One Hundred and Twenty Two Dollars and Fifty Cents (\$122.50)

We would appreciate your acknowledgement in due course.

Yours Sincerely,

**PATRICK DWYER,
REGISTERED AGENT.**

BROWN MAY - 2 1995

**ARTICLES OF INCORPORATION
OR
PONTI BP SPOL S.R.O. INC.**

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WE, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE 1

The name of the corporation shall be PONTI BP SPOL S.R.O. INC.

ARTICLE 11

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the state of Florida and the United States of America.

B. To engage in the Sale of Motor Vehicles.

C. To engage in the Buying, Renting, Leasing of Motor Vehicles.

D. To engage in the import and Export of all Type of Motor Vehicles.

E. To engage in the Repairs and Maintenance of Motor Vehicles.

F. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, or other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

G. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the

rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

H. To purchase, hold, sell and transfer shares of its own capital stock, subject, however, to such limitations as may be provided by law, and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purposes of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects here in above specified, to make and perform contracts of any kind and description and to do any and all powers, either as principal, agent, or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE 111

This corporation is authorized to issue 5,000 shares of common stock with an initial par value of \$1.00 per share. The initial distribution of the shares shall be 5,000 shares.

ARTICLE 1V

The amount of capital with which this corporation shall begin business shall be \$5,000.00

ARTICLE V

The existence of this corporation shall be perpetual.

ARTICLE VI

The principal office of this corporation shall be located at 1530 Forest Hill Blvd. Suite #12 West Palm Beach FL.33406

ARTICLE VII

The corporation shall have Four (4) director's initially.
The number of directors may be increased from time to time by the by-laws

ARTICLE VIII

The name and address of the first Board of Director's, who shall, subject to these Articles of Incorporation, by-laws, and the Laws of Florida, hold office for the first year of the corporation's existence, or until his successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mike Matejka	1530 Forest Hill Blvd. West Palm Beach FL. 33406
Milan Matejka	84544 Simensstrasse 2 Aschau, Germany C/O 1530 Forest Hill Blvd. West Palm Beach, FL. 33406
Vladimir Bednar	Brno Koniklecova 9 Czech, Republic C/O 1530 Forest Hill Blvd. West Palm Beach, FL. 33406
Karel Petrsek	Brno Dornych Czech, Republic C/O 1530 Forest Hill Blvd. West palm Beach, FL 33406

ARTICLE IX

The registered agent and the registered office to this corporation will be:

PATRICK DWYER
Solid Group, Inc.
4127 N. State Rd 7
Lauderhill FL 33319

ARTICLE X

The name and address of each subscribed to these Articles of Incorporation are as follows:

Mike Matejka 1530 Forest Hill Blvd., W.P.B. FL. 33406
Milan Matejka 84544 Simensstrasse 2, Aschau, Germany
Vladimir Bednar Brno Konikleova 9, Czech, Republic
Karel Petrsek Brno Dornych 108, Czech, Republic

ARTICLE XI

The officer's of the corporation until the first meeting of the corporation Board of Director, or until successors are elected, shall be:

Mike Matejka	Vladimir Bednar
Milan Matejka	Karel Petrsek

ARTICLE XII

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

This corporation shall be initially governed by the initial Board of Director as set forth in these articles, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial Board of Director or their successors, at a meeting held for that purpose, the initial Board may decide to allow the stockholders to elect a future Board of Director and officer as provided elsewhere in these Articles of Incorporation.

Each director shall hold office for one (1) year after their election or until their successors are elected or appointed and have qualified. The stockholders may also elect such persons to fill the

offices of: PRESIDENT and such other offices as are permitted by the

by-laws of the corporation. The officer shall serve for three (3) years after his election or until his successors are elected

or appointed and have qualified. The manner and form of electing or appointing officers and directors in the future shall be set out in the by-laws.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


PATRICK DWYER
REGISTERED AGENT

IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledged these Articles of Incorporation. ✓


WITNESS

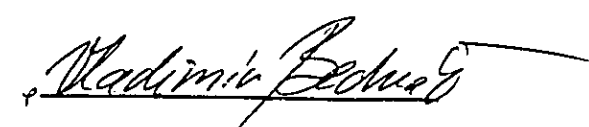

WITNESS

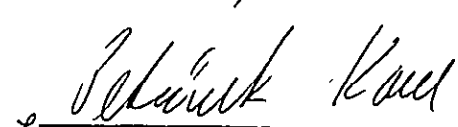

WITNESS


WITNESS


Michael Hestyles


Michael Hestyles


Vladimir Bednarski


Robert Kaul

FLORIDA
STATE OF _____)

FT. LAUDERDALE SS:
COUNTY OF _____)

The foregoing Articles of Incorporation were sworn to and
subscribed before me this 17th day of APRIL, 1995,
by PERNIE DWYER who is personally known to me or who has
produced S/S # 150-67-5430 as identification,
and acknowledged the Articles to be the act and deed of
the subscriber(s).

NOTARY PUBLIC:

Sign B. H. Earle

Print B. H. Earle

State of Florida
Commission No: CC280807
My Commission Expires:

~~~~~  
Notary Public: **B H EARLE**  
State of Florida  
My Comm. Exp: 04/27/97  
Comm# CC280807  
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

**FIRST-----THAT PONTLBP SPOL S.R.O. INC.
(NAME OF CORPORATION)
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF
WEST PALM BEACH**

**_____
(CITY)
FLORIDA PATRICK DWYER
STATE OF _____, HAS NAMED _____
(NAME OF REGISTERED AGENT)
4127 N. STATE RD. 7, LAUDERHILL, FL. 33319
LOCATED AT _____
(STREET ADDRESS AND NUMBER OF BUILDING, POST
OFFICE BOX ADDRESS ARE NOT ACCEPTABLE)
SUNRISE
CITY OF _____, STATE OF FLORIDA, AS ITS
(CITY)
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.**

SIGNATURE *Patrick Dwyer*

PRESIDENT

TITLE _____

DATE 4-5-95

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE
OF MY DUTIES.**

SIGNATURE *[Signature]*
(REGISTERED AGENT)

DATE _____

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TALLAHASSEE, FLORIDA