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May 3, 1995

Division of Corporations
Department of State
The Capitol
Tallahassee, Florida 32304

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-05/08/95--01149--006
*. **122.50 ****122.50

RE: Souvenir Motors, Inc.

Gentlemen:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of this proposed corporation. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify it and return it to me.

The designation of the resident agent and location for the service of process, pursuant to Fla. Stat. §48.091, are set forth in the Articles of Incorporation.

A check is enclosed in the amount of \$122.50 to cover the filing fees and the certified copy.

Sincerely,

J. B. Donnelly
J. B. Donnelly*

JBD/jdw
Enc.

*signed in his absence to
avoid delay in mailing
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5/8/95
(Signature)

**ARTICLES OF INCORPORATION
OF
SOUVENIR MOTORS, INC.**

1. **NAME.** The name of this corporation is Souvenir Motors, Inc.

2. **PURPOSE.** The purpose for which the corporation is organized is:

The transaction of any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company or a building and loan association, mutual fire insurance association, co-operative association, fraternal benefit society, state fair or exposition.

3. **CAPITAL STOCK.** The aggregate number of shares of stock which the corporation shall have authority to issue is 1000 and each share shall be of the par value of \$.10.

4. **DURATION.** The corporation shall have perpetual existence, and its existence shall commence on the date of the execution and acknowledgment of these Articles of Incorporation.

5. **INITIAL REGISTERED OFFICE AND AGENT.** The street address of the initial registered office of the corporation is 4707 West Alva Street, Tampa, Florida 33614, and the name of the initial registered agent of the corporation at that address is John Agosto. The principal business address of the corporation is 4707 West Alva Street, Tampa, Florida 33614.

6. **NUMBER OF DIRECTORS.** The corporation shall have three directors initially. The number of directors may be increased or diminished from time to time, by by-laws by the stockholders, but shall never be less than 3.

7. **INITIAL DIRECTORS.** The name and street address of each member of the initial Board of Directors, who shall hold office until the first annual stockholders' meeting or until a successor has been elected and qualified is:

<u>Name</u>	<u>Address</u>
John Agosto	4707 W. Alva Street, Tampa, FL 33614
Anderson Souvenir	4707 W. Alva Street, Tampa, FL 33614
Matthew Lynch	4707 W. Alva Street, Tampa, FL 33614

8. INCORPORATOR. The name and address of the incorporator is:
John Agosto
4707 W. Alva Street
Tampa, Florida 33614

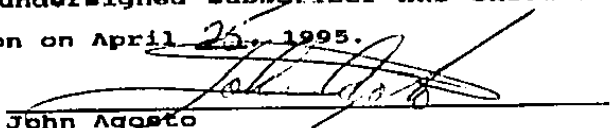
9. AMENDMENTS. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by the owners of a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

10. INITIAL OFFICERS. The names of the officers of the corporation, who shall hold office until the first meeting of the Directors following the first annual stockholders' meeting or until their successors have been elected and qualified, are as follows:

President - John Agosto
Vice-President - Anderson Houvenir
Secretary - Matthew Lynch
Treasurer - John Agosto

11. RESTRICTIONS ON TRANSFER OF STOCK. No share of the stock of the corporation may be sold or transferred, except by death, without giving the other stockholders of the corporation 60 days notice in writing of their option to purchase such stock at such price and on such terms as may be offered by other parties and acceptable to the stockholder desiring to sell. Such option shall inure to the benefit of the other stockholders (who desire to accept same) pro rata.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on April 25, 1995.


John Agosto

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

I hereby accept the designation as resident agent of the above corporation and agree to comply with the provisions of Fla. Stat. §48.091 relative to keeping open a location for the service of process.

John Agosto, Resident Agent

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U.S. DEPT. OF STATE
WASHINGTON, D.C. 20520
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