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DIVISION OF CORPORATIONS
DEPARTMENT OF REVENUE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
EMPIRE CORPORATE RIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
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FAX: (305) 541-3770

((H95000005529))
NAME: MOTORMAX CORPORATION
FAX AUDIT NUMBER: H95000005529
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EFFECTIVE DATE
5-17-95

Handwritten signature and date 5/18

FILED
95 MAY 18 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAY 18 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

OF

MOTORMAX CORPORATION, a Florida Corporation

ARTICLE I.

The name of this Corporation is:

MOTORMAX CORPORATION, INC., a Florida Corporation

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

EFFECTIVE DATE

5-17-95

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II:
VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI.
PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Mark B. Goldstein 1
1000 S. Federal Hwy #202
St. Land. FL 33316
(305) 761-8810 / FAX 705076

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ARTICLE VII.

The street address of the initial registered office of this Corporation is: 1000 S. Federal Highway, Suite 202, Fort Lauderdale, Florida 33316, and the name of the initial registered agent of this Corporation at that address is: Mark B. Goldstein, and the principal place of business is 1000 S. Federal Highway, Suite 202, Fort Lauderdale, Florida 33316.

ARTICLE VIII.

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

NORMAN WALT
1000 S. FEDERAL HIGHWAY, SUITE 202
FORT LAUDERDALE, FLORIDA 33316

MAX SALMINIS
1000 S. FEDERAL HIGHWAY, SUITE 202
FORT LAUDERDALE, FLORIDA 33316

ARTICLE IX.

The name and address of the person or entity signing these Articles of Incorporation is:

MAX SALMINIS
1000 S. FEDERAL HIGHWAY, SUITE 202
FORT LAUDERDALE, FLORIDA 33316

ARTICLE X.
AMENDMENT.

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of May, 1995.

MOTORMAX CORPORATION,
a Florida corporation

BY: Max Salminis
MAX SALMINIS, Incorporator

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H95000005529

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MAX SALMINIS, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person, i.e., Passport and Drivers License and that an oath was not taken.

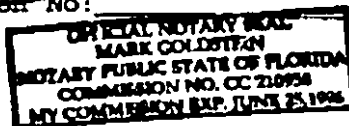
WITNESS my hand and official seal, this 17th day of May, 1995, in the County and State aforesaid.


PRINT NAME:

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

Commission No:



H95000005529

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

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

THAT MOTORMAX CORPORATION, A FLORIDA CORPORATION DESIRING TO
ORGANIZR UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT 1000 S. FEDERAL
HIGHWAY, SUITE 202, FORT LAUDERDALE, FLORIDA 33316, HAS NAMED MARK B.
GOLDSTEIN, LOCATED AT 1000 S. FEDERAL HIGHWAY, SUITE 202, FORT
LAUDERDALE, FLORIDA 33316, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

MOTORMAX CORPORATION,
a Florida corporation

BY: *Max Salminis*
MAX SALMINIS, DIRECTOR

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 FURTHER AGREE TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

By: *Mark B. Goldstein*
MARK B. GOLDSTEIN

Dated: 5/17/95

STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY on this day, before me, an officer duly
authorized to administer oaths and to take acknowledgments, personally
appeared MARK B. GOLDSTEIN, known to me to be the person described in
and who executed the foregoing instrument, who acknowledged before me
that he executed the same, that I relied upon the following form of
identification of the above-named person; passport and drivers license
and that an oath was not taken.

WITNESS my hand and official seal, this 17 th day of May,
1995, in the County and State aforesaid.

Angela Isherwood
ANGELA ISHERWOOD
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No:

