

P95000041324

McDONALD & McDONALD
ATTORNEYS AT LAW
1303 S.W. FIRST STREET
SUITE 200
MIAMI, FLORIDA 33135-2386

DAVID C. McDONALD (1897-1971)
DAVID McDONALD
H.C. PALMER, III
DAVID M. McDONALD

TELEPHONE: (305) 643-6313
TWX: 8108486179
McDONALDCO MIA
TELECOPIER: (305) 643-4090

May 17, 1995

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: BILL'S MOBILE REPAIR SERVICE, INC.

800001496638
-05/23/95--01071--009
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of BILL'S MOBILE REPAIR SERVICE, INC. along with our check in the amount of \$122.50 representing the filing fee and one certified copy to be returned to us.

Should you have any questions, please feel free to call me.

Sincerely,

McDONALD & McDONALD

David McDonald
David McDonald

DMcD/jan

enc: Articles of Incorporation (original and one copy)
Check

*PPH
5-25*

FILED
95 MAY 23 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BILL'S MOBILE REPAIR SERVICE, INC.

FILED
95 MAR 29 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is BILL'S MOBILE REPAIR SERVICE, INC.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, with no par value.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - ADDRESS

The initial street address of the principal office of this corporation is:

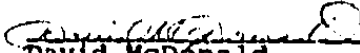
4093 S.W. 51 St.
Ft. Lauderdale, Fla. 33314

ARTICLE VI - REGISTERED AGENT

The registered agent of this corporation is:

David McDonald
1393 S.W. First St. #200
Miami, Fla. 33135

I am familiar with and accept the obligations of Registered Agent for this new corporation.



David McDonald

ARTICLE VII - PRINCIPAL OFFICE

The principal office of this corporation is:

4093 S.W. 51 St.
Ft. Lauderdale, FL 33314

ARTICLE VIII - DIRECTORS

The corporation shall have one director, initially, who shall hold office for the first year of the existence of the corporation or until his successors are elected or appointed and have qualified, namely WILLIAM H. FRIES, JR.

ARTICLE IX - INCORPORATORS

The name and address of the incorporator of this corporation is as follows: WILLIAM H. FRIES, JR.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 17th day of May, 1995.



William H. Fries, Jr.
Incorporator

SWORN TO AND SUBSCRIBED before me this 17th day of
May, 1995.

Ann S. Fauth

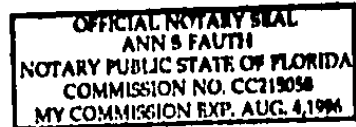
Notary Public, State of
Florida at Large

Name: ANN S. FAUTH

Commission Number:

Identification of affiant:

Personally known



My Commission expires:

McDONALD & McDONALD

ATTORNEYS AT LAW

1393 S.W. FIRST STREET

SUITE 200

MIAMI, FLORIDA 33135-2386

DAVID C. McDONALD (1807-1971)

DAVID McDONALD

H.C. PALMER II

DAVID M. McDONALD

TELEPHONE (305) 643-5333

FACSIMILE (305) 643-1910

JOHN CAMP, JR.

OF COUNSEL

P95000041326

May 22, 1997

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

1 00002 194821 -- 0
-05/29/97--01070--011
*****35.00 *****35.00

Re: **BILL'S MOBILE REPAIR SERVICE, INC.**
Document Number P95000041326

Gentlemen:

Enclosed herewith please find Articles of Amendment to Articles of Incorporation of **BILL'S MOBILE REPAIR SERVICE, INC.** which changes the name of the corporation to

ADVANCED ELECTRIC CAR COMPANY

No other changes to the corporate charter have been made.

A copy of said Articles of Amendment are enclosed for the purpose of being returned to the undersigned after it has been stamped in.

If you should have any questions or need additional information, please do not hesitate to contact me.

Sincerely,

McDONALD & McDONALD

David McDonald

David McDonald

DMcD/jan
enc.: Articles of Amendment
Check \$35.00

W
P95000041326
3 pm
5-28-97
MC

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

BILL'S MOBILE REPAIR SERVICE, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE I - NAME is hereby amended to ADVANCED ELECTRIC CAR COMPANY

STATE OF FLORIDA
COUNTY OF ...
...
...

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

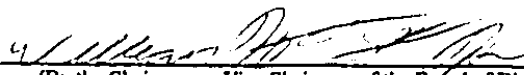
THIRD: The date of each amendment's adoption: May 15, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*
- "The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 19th day of May, 19 1997

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

WILLIAM H. FRIES, JR.

Typed or printed name

President

Title