

June 5, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Lightning Motors, Inc. - of Melbourne

Dear Clerk:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation and a check in the amount of \$122.50.

Upon filing, please sent the Certificate of Incorporation and Certified copy to:

John Walden
502 E. New Haven Ave.
Melbourne, FL 32901
(407) 951-0357

Your attention to this matter will be greatly appreciated.

JUN 13 1995 BSB Sincerely,
John Walden

JWW:clw

Encl. (as stated)

400001508074
-06/08/95--01023--008
****122.50 ****122.50

FILED
95 JUN -7 PM 2:11
TALLAHASSEE, FL 32314

Lightning MOTORS

To Whom It May Concern:


Lightning Motors, Inc. hereby agrees and confirms, by and through it's undersigned Chairman, that the use of the name Lightning Motors, Inc. - of Melbourne will not in any way cause a conflict with Lightning Motors, Inc., nor will Lightning Motors, Inc. dispute the use of the name by Lightning Motors, Inc. - of Melbourne.

Dated: June 5, 1995


John Walden, Chairman

State of Florida:
County of Brevard:

The foregoing instrument was acknowledged before me this 5th day of June, 1995, by John Walden, the Chairman of Lightning Motors, Inc. who is personally known to me.


Notary Public
My Commission Expires:



MARGARET A. MANNING
MY COMMISSION # CC456209 EXPIRES
April 21, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ARTICLES OF INCORPORATION
OF
LIGHTNING MOTORS, INC. - OF MELBOURNE

FILED

05 JUN -7 PM 2:12

SECRET
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

LIGHTNING MOTORS, INC. - OF MELBOURNE

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

502 E. New Haven Ave.
Melbourne, FL 32901

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

5,000 shares at no par value

ARTICLE IV REGISTERED AGENT

The name and address of the initial registered agent is:

John Walden
502 E. New Haven Ave.
Melbourne, FL 32901

ARTICLE V INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

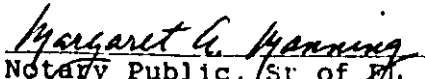
John Walden
502 E. New Haven Ave.
Melbourne, FL 32901

The undersigned has executed these Articles of Incorporation this 5th day of June, 1995.


John Walden,
Incorporator

STATE OF FLORIDA:
COUNTY OF BREVARD:

BEFORE ME, a Notary Public, in and for the said County and State, on the date above written, personally came John Walden, well known to me to be the person who executed these Articles of Incorporation, and acknowledged to me that the same were executed as her free act and deed for the purpose set forth therein.


Notary Public, St of FL
My Commission Expires:



MARGARET A. MANNING
MY COMMISSION # CC456208 EXPIRES
April 21, 1999
BONDED THRU TROY FARM INSURANCE, INC

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida, to wit:

1. The name of the Corporation is:

LIGHTNING MOTORS, INC. - OF MELBOURNE

2. The name and address of the registered agent and office is:

John Walden
502 E. New Haven Ave.
Melbourne, FL 32901

DATED: June 5, 1995


John Walden,
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

DATED: June 5, 1995


John Walden,
Registered Agent

FILED
95 JUN -7 PM 2:12