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August 14, 1995

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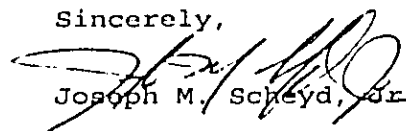
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation for KoKopelli Motor Company, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation, including Registered Agent Certificate, for the above-corporation. Also enclosed is a check in the amount of \$122.50. Please return a file marked copy to the undersigned.

Sincerely,


Joseph M. Scheyd, Jr.

JMSjr:tjd

Enclosures

8/17/95



ARTICLES OF INCORPORATION
OF
KOKOPELLI MOTOR COMPANY, INC.

ARTICLE I - NAME

The name of this corporation is KoKoPelli Motor Company, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

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

1409 Baytowne Avenue East, Destin, Florida 32541

Post Office Box 1561, Destin, Florida 32540

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - 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.

ARTICLE VI - STOCKHOLDER AND CORPORATION OPTION TO PURCHASE STOCK

In case a stockholder desires to sell his shares of stock he must first offer them for sale to the corporation, it being the intention to give the corporation a preference in the purchase of such shares, and any attempted sale in violation of this provision

is null and void.

If the corporation does not desire to purchase the shares of stock, the stockholder must then offer the remaining shareholders the option to purchase, it being the intention to give the remaining shareholders the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by the corporation within twenty (20) days thereafter, then any or all of the remaining shareholders have twenty (20) days to exercise their option in pro rata shares thereof. If neither the corporation nor the shareholders exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is Joseph M. Scheyd, Jr., 305 Main Street, Destin, Florida 32541.

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

Clarence D. Bain, III
1409 Baytowne Avenue East
Destin, Florida 32541

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles Of Incorporation this 9th day of August, 1995.

Clarence D. Bain, III
CLARENCE D. BAIN, III

STATE OF Sc
COUNTY OF Richland

The foregoing instrument was acknowledged before me this 9th day of August, 1995, by CLARENCE D. BAIN, III, who is personally known to me or who has produced as identification and acknowledged and declared that he executed the same for the uses and purposes therein set forth.

Daisy L. Perry
NOTARY PUBLIC
My Commission Expires: _____

My Commission Expires June 6, 2003

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

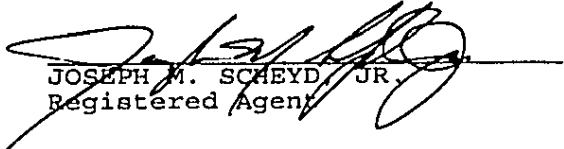
Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: KoKoPelli Motor Company, Inc.

2. The name and address of the registered agent is Joseph M. Scheyd, Jr. The address of the registered office is 305 Main Street, Destin, Florida 32541.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

DATED this 4th day of August, 1995.


JOSEPH M. SCHEYD, JR.
Registered Agent