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STEVEN M. ROSEN

ADMITTED TO PRACTICE IN
FLORIDA AND NEW YORK

5601 BUILDING
5601 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33107
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January 30, 1996

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

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RE: ACME MOTORS CORP.

Dear Sirs:

Please be advised that the undersigned attorney represents the principal of the above referenced corporation.

In conjunction therewith, I am enclosing an original and one copy of the Articles of Incorporation, together with my firm check in the amount of \$122.50, therein reflecting your filing fee.

Upon your receipt of these documents, kindly file same and return copies evidencing said filing to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

STEVEN M. ROSEN

SMR:mc
Encl.
cc: Client
corp\acmemotors\stfla.ltr

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

ACME MOTORS CORP.

ARTICLE I.

CORPORATE NAME:

The name of the corporation is:

ACME MOTORS CORP.

The principal address of the corporation shall be:

7251 Biscayne Boulevard
Miami, Florida 33138

ARTICLE II.

NATURE OF CORPORATE BUSINESS:

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III.

CAPITAL STOCK:

The corporation is authorized to issue and have outstanding at any one time an aggregate number of 100 shares of one class of common stock having \$5.00 par value.

The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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ARTICLE IV.

PREEMPTIVE RIGHTS:

All shareholders of the corporation shall be vested with full preemptive rights.

ARTICLE V.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE:

The corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT:

STEVEN M. ROSEN, ESQ.

INITIAL REGISTERED OFFICE:

5601 Biscayne Boulevard
Miami, Florida 33137

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96 FEB -5 AM 10:42

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT:

Having been named Initial Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation,

I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


REGISTERED AGENT, STEVEN M. ROSEN

ARTICLE VI.

INITIAL BOARD OF DIRECTORS:

The number of directors constituting the Initial Board of Directors of the corporation is TWO (2).

ARTICLE VII.

INITIAL DIRECTORS:

The name and address of the Initial Board of Directors is:

FRANK OWOLABI ADETU
7251 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33138


AND

OLUREMI ODEDIRAN
7251 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33138

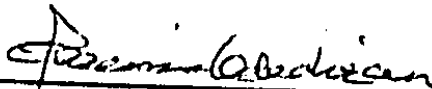
ARTICLE VIII.

INCORPORATORS:

The name and address of the Incorporators executing these Articles of Incorporation is:



FRANK OWOLABI ADETU
7251 Biscayne Boulevard
Miami, Florida 33138



OLUREMI ODEDIRAN
7251 Biscayne Boulevard
Miami, Florida 33138

ARTICLE IX.

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, personally appeared OLUREMI ODEDIRAN and FRANK OWOLABI ADETU to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESSED my hand and official seal in the County and State named hereto above, this 31 day of January, 1996.


NOTARY PUBLIC, State of Florida, At Large

My Commission Expires:

