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SIERRA, GUSTAFSON & SIERRA

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Suite 1250
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Tampa, Florida 33602
June 4, 1996

MICHAEL SIERRA
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Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-06/06/96--01071-014
****122.50 ****122.50

RE: HERCULES MOTOR CAR COMPANY

Dear Sir:

Enclosed herewith please find two copies of the Articles of Incorporation for the above Corporation for filing with your office. Also enclosed is our check in the sum of \$122.50 to cover filing fees, etc.

Very truly yours,

Michael Sierra

MICHAEL SIERRA

MS:m
Enc.

RECORDED & INDEXED
TALLAHASSEE, FLORIDA

96 JUN -6 AM 11:49

FILED

ARTICLES OF INCORPORATION

OF

HERCULES MOTOR CAR COMPANY

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

HERCULES MOTOR CAR COMPANY

The principal place of business of this Corporation shall be:
100 So. Ashley Dr., Tampa, FL 33602.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in, or transact, any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other State, Country, Territory or Nation. The specific purpose of this Corporation shall be to fabricate motor cars and related services.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

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TAMPA, FLORIDA

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be: 100 So. Ashley Dr., Ste. 1250, Tampa, FL 33602, and the name of the initial Registered Agent of the Corporation at that address is: MICHAEL SIERRA.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

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 at the price at which it is offered to others.

ARTICLE VII. SECTION 1244 PROVISION

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. SUB-CHAPTER S PROVISION

It is the intent of the incorporators that the Corporation will file as a Sub-Chapter S Corporation.

ARTICLE IX. DIRECTORS

This Corporation shall have one (1) director initially. The names and street addresses of the initial members of the Board of Directors are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
MICHAEL SIERRA	100 So. Ashley Dr. #1250 Tampa, FL 33602

ARTICLE X. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, are:

<u>OFFICER</u>	<u>ADDRESS</u>
MICHAEL SIERRA Pres./Sec./Treas.	100 So. Ashley Dr. #1250 Tampa, FL 33602

ARTICLE XI. SUBSCRIBER

The name and street address of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF COMMON STOCK ISSUED</u>
MICHAEL SIERRA	100 So. Ashley Dr. Suite 1250 Tampa, FL 33602	100

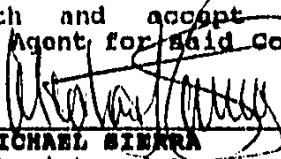
IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this 3rd day of June, 1996.



MICHAEL SIERRA

(SEAL)

I Heroby am familiar with and ~~accept~~ the duties and responsibilities as Registered Agent for said Corporation.

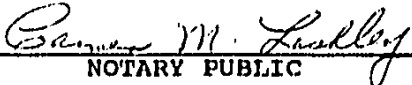


MICHAEL SIERRA
Registered Agent

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64 JUN 9 11:49
CLERK OF COUNTY OF HILLSBOROUGH

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was subscribed to before me on this 3rd day of June, 1996, by MICHAEL SIERRA, who is personally known to me or who produced _____ as identification.



NOTARY PUBLIC

COMMISSION NO. CC 501786

CARMEN M. LASHLEY
(Name of Notary typed, printed or stamped)

My commission expires:
10/26/99

