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William C. Brackfield
2515 12th St.
Sarasota, Florida 34337

Tel: (941) 953-6311
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November 26, 1996

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

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-12/08/96--01132--030
*****70.00 *****70.00

Re: FTS Motors, Inc., (the "Corporation")

Dear Sir/Madam:

Enclosed please find an original and two copies of the Articles of Incorporation, along with a \$35.00 filing fee on behalf the Corporation. Please note that the effective date of the Corporation is to be December 4, 1995. Should the enclosed be satisfactory, please date stamp one copy and return the same to me in the enclosed self-addressed envelope.

I have also enclosed the Certificate of Designation of Registered Agent/Registered Office for the Corporation, along with a \$35.00 filing fee on behalf of the Corporation.

Thank you for your assistance in this matter.

Sincerely,


William C. Brackfield

WCB/dp
Enclosures

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DIVISION OF CORPORATIONS
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TRANSMITTAL LETTER

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

SUBJECT: FTS Motors, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$70.00.

FROM: William C. Brackfield
2515 12th St.
Sarasota, FL 34237
(941) 953-6311 (Daytime telephone number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
FTS MOTORS, INC.

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

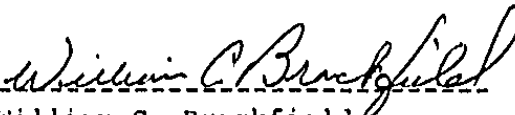
1. Name. The name of the Corporation is:
FTS Motors, Inc.
2. Principal office. The principal office of the Corporation is:
2515 12th St.
Sarasota, Florida, 34237
3. Mailing Address. The mailing address of the Corporation is:
2515 12th St.
Sarasota, Florida, 34237
4. Authorized shares. The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock, no par value.
5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors.
6. Registered Agent and Office. The name and address of the initial registered agent is:
William C. Brackfield
2515 12th St.
Sarasota, Florida 34237

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with the obligations of the position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

William C. Brackfield
2515 12th St.
Sarasota, Florida 34237

Dated this 26 day of November 1996.



William C. Brackfield
Incorporator/Registered Agent

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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.

1. The name of the corporation is: FTS MOTORS, Inc.
2. The name and address of the registered agent and office is:

William C. Brackfield

2515 12th St.

Sarasota, Florida 34237

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 obligations of my position as registered agent.

William C. Brackfield
(Signature)

26 Nov 96
(Date)

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