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Office of Secretary of State
Division of Corporations
The Capitol Building
Tallahassee, Fla. 32304

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-02/18/97-01027--006
***122.50 ***122.50

Re: New filing - ADVANCED FUEL SYSTEMS II, INC.

Gentlemen,

Enclosed please find the following: an original and two copies of the Articles of Incorporation of ADVANCED FUEL SYSTEMS II, INC. and my check for \$122.50 to cover the cost of filing and a certified copy. Please file the original of these articles and return a filed copy to my office.

Your time and attention to this matter is greatly appreciated. If you require anything further please do not hesitate to contact me at (305) 491-7161.

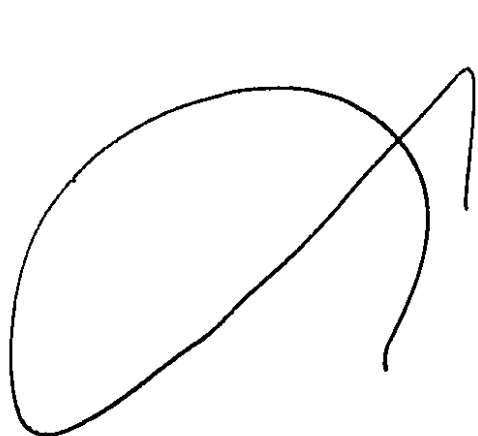

Thanking you again for your time and attention, I remain

Very truly yours,

R. David Ravine, Esq.

RDR/ttf

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97 FEB 18 PM 4:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
ADVANCED FUEL SYSTEMS II , INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, being of full age do hereby organize and form a corporation for profit under the provisions of the corporation laws of the State of Florida. I hereby adopt and declare the following Articles of Incorporation governing the existence and organization of this corporation.

ARTICLE I

The name of the corporation shall be **ADVANCED FUEL SYSTEMS II , INC..**

ARTICLE II

The general nature of the business to be conducted and transacted by this corporation shall be to engage in **AUTOMOBILE REPAIRS AND SALES** and other related activities. In furtherance and expansion thereof, this corporation is authorized to conduct any additional activity or business permitted under the laws of the United States of America or of the State of Florida which, in the opinion of the Board of Directors, is capable of being carried on in connection with, furtherance of, addition to and/or in lieu of that business described in the first sentence of this Article II.

ARTICLE III

The maximum number of shares of capitol stock authorized to be issued shall be 7,500 shares at **ONE DOLLAR (\$1.00)** par value, consisting of a single class and series. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said shares shall be paid for in lawful money of the United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said shares shall be deemed fully paid and non assessable.

This corporation shall have pre-emptive rights as permitted by the corporation laws of the State of Florida.

ARTICLE IV

This corporation shall have perpetual existence unless dissolved according to law.

The corporation's existence shall commence upon the convening of the corporation's organizational meeting of Directors pursuant to Section 607.174, Florida Statutes, or on the ninetieth (90th) day subsequent to the filing of these Articles of Incorporation, whichever shall first occur.

ARTICLE V

This corporation shall have a Board of Directors consisting of no more than **TWO (2)** directors, who shall be elected at the Annual Meeting of Stockholders, to be held at the time and place provided for in the by-laws, by a plurality of the votes cast at such election. The initial Board of Directors, unless otherwise provided in the by-laws, shall serve for the first year of the existence of this corporation or until their successors are duly elected and qualified.

ARTICLE VI

The name and address of the initial member of the Board of Directors, which consists of ONE (1) member, is as follows:

R. DAVID RAVINE
4301 N.E. 17th Terr., Oakland Park, FL 33334

ARTICLE VII

The name and address of the subscriber to these Articles of Incorporation is as follows:

R. DAVID RAVINE
4301 N.E. 17th Terr., Oakland Park, FL 33334

ARTICLE VIII

The original by-laws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors. Thereafter the Board of Directors shall have the authority, by majority vote, to adopt, change, amend, enlarge or repeal by-laws not inconsistent with any by-laws which may have been adopted by the stockholders. The Board of Directors shall have full power to specify the conditions upon which stock certificates shall be issued, and to replace lost or destroyed certificates by a new issue.

ARTICLE IX

All meetings of the stockholders may be held within or without the State of Florida, upon such call or notice as may be prescribed by the by-laws.

ARTICLE X

Subject only to the laws of the State of Florida, this corporation shall indemnify and save harmless its officers and directors of and from any suit, actions or judgments, both civil and criminal, arising out of any act alleged to have been committed by such person in his or her capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation, and in the event of criminal allegations, without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses or other charges that said officers or directors may incur in defense of the claim, suit or action that may be instituted against such officers or directors in their individual capacity. It is the express purpose and intent that the corporation shall save its officers and directors harmless from any action taken by them in its behalf to the full extent and limit permitted by law.

ARTICLE XI

This corporation has named R. DAVID RAVINE as its agent to accept service of process within the State of Florida, and his acceptance and acknowledgment is set forth below. Further, this corporation has designated the following as its registered office and principle place of business: 4301 N.E. 17th Terr., Oakland Park, FL 33334

ACKNOWLEDGMENT- Having been named to accept service of process for the above stated corporation at the place designated herein above, I hereby accept and agree to act in that capacity and further, agree to comply with the provisions of Chapters 48.091 and 607.034 Florida Statutes relative to keeping open said office.


R. DAVID RAVINE

IN WITNESS WHEREOF, R. DAVID RAVINE, the incorporator herein named has hereunto set his hand and seal this 21st day of February 1997


R. DAVID RAVINE

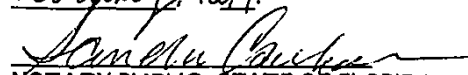
STATE OF FLORIDA

| S.S.

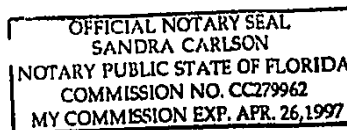
COUNTY OF BROWARD

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared R. DAVID RAVINE, who is known to me to be the person described in and who subscribed the forgoing Articles of Incorporation and who acknowledged before me that he executed the same freely, voluntarily, and for the use and purpose therein expressed.

WITNESS my hand and official seal at Broward County, Florida, this 21st day of February 1997.


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FILED