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February 20, 1997

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

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-02/24/97--01030--002
*****70.00 *****70.00

Re: POWER MOTORS, INC.

Dear Sir or Madam:

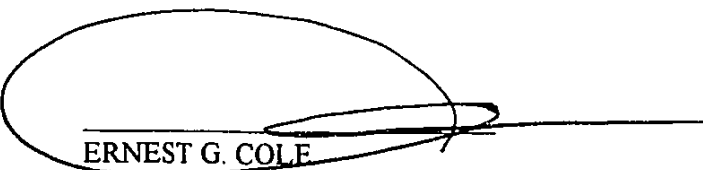
Enclosed please find the original and one copy of the Articles of Incorporation for POWER MOTORS, INC., plus my check in the amount of \$70.00.

After filing said Articles, please return a copy of same to me.

Thank you for your attention to this matter.

Sincerely,

ERNEST G. COLE, P.A.


ERNEST G. COLE

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Encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
2.27-97

ARTICLES OF INCORPORATION
OF
POWER MOTORS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE: NAME

The name of the Corporation is POWER MOTORS, INC. The principal address is 13714 Whitby Road, Hudson, FL 34667.

ARTICLE TWO: TERM OF EXISTENCE

The duration of the Corporation is perpetual. Corporate existence is to commence on the date of filing of the Articles of Incorporation by the Secretary of State.

ARTICLE THREE: NATURE OF BUSINESS

The general purposes for which this Corporation is organized are: To transact and engage in any activity or business permitted under the laws of the United States and the State of Florida, except that it is not to conduct banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition To do such other things as are necessary to or incidental to the foregoing or desirable in order to accomplish the foregoing.

ARTICLE FOUR: CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Five Hundred (500), One Hundred (100) of which will be issued at this time to FRANK CASERTANO. Said shares shall be of a single class and have a par value of Five Dollars (\$5.00) per share.

ARTICLE FIVE: INITIAL CAPITAL

The amount of capital with which the Corporation will begin business is Five Hundred Dollars (\$500.00). Capital contributions shall be in cash or other equivalent property, but shall not include services.

ARTICLE SIX: ADDRESS

The street address for the initial registered office of the Corporation is 13714 Whitby Road, Hudson, FL 34667. The board of directors may from time to time move the principal office to any other address in Florida.

ARTICLE SEVEN: INITIAL DIRECTORS

The number of Directors constituting the initial board of Directors of the Corporation is One (1). The number of Directors may be increased or diminished from time to time by BYLAWS adopted by the Stockholders, but shall never be less than One (1).

ARTICLE EIGHT: DIRECTORS

The name and addresses of the persons who are to serve as members of the initial Board of Directors and Officers of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
FRANK CASERTANO	13714 Whitby Road Hudson, FL 34667	PRESIDENT, VICE- PRESIDENT, SECRETARY, and TREASURER

ARTICLE NINE: SUBSCRIBERS

The name and address of each subscriber of the Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
FRANK CASERTANO,	13714 Whitby Road, Hudson, FL 34667

ARTICLE TEN: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

ARTICLE ELEVEN: BYLAWS

The power to make BYLAWS of and for the Corporation shall be vested in the Board of Directors.

I, the undersigned, being the sole original subscribers to the capital stock hereinbefore described, for the purpose of forming a Corporation for profit under the laws of the State of Florida, do hereby make and file this certificate, hereby declaring and certifying the facts contained therein are true and that I have hereunto set my hand and seal this 20th day of February, 1997.

A handwritten signature in cursive script, appearing to read "Frank Casertano", written over a horizontal line.

FRANK CASERTANO

STATE OF FLORIDA

COUNTY OF PASCO

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to take acknowledgments, FRANK CASERTANO, to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged his signature and I relied upon the following proof of identification: () he/she is personally known to me or (✓) he/she provided Florida Driver's License and an oath was taken.

WITNESS my hand and official seal in the County and State named above this 20th day of February, 1997.

Mary Ellen Leone

Notary Public

My Commission Expires:



MARY ELLEN LEONE
My Commission CG642418
Expires Jan. 13, 2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

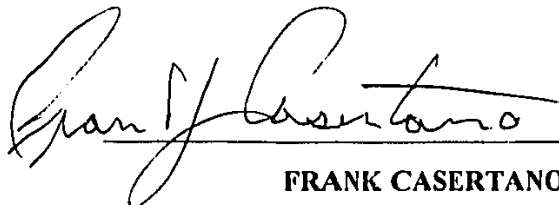
First, that POWER MOTORS. INC., described to and organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Hudson, County of Pasco, State of Florida, has named:

FRANK CASERTANO
13714 Whitby Road
Hudson, FL 34667

as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above states Corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.


FRANK CASERTANO