

PA70000025853

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

of No 53670  
 RE: BEL motors  
Incorporated

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

14:15  
 97 MAR 24 AM 9:45

AL MAR 24 1997

*[Handwritten signature]*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>[Signature]</u>	_____	_____	_____

WALK-IN Will Pick Up 3/24/2:00

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. Filo	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership Filo	_____	_____
<input type="checkbox"/> Foreign Corp. Filo	_____	_____
<input checked="" type="checkbox"/> Cort. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. Filo	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name Filo	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kil	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 Filo	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> Filo No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ( ) _____	_____	_____
<input type="checkbox"/> Top Priority _____	_____	_____
<input type="checkbox"/> Express Mail Prep. _____	_____	_____
<input type="checkbox"/> FAX ( ) _____ pgs.	_____	_____

60000212136--6

-03/24/97--01002--025  
 \*\*\*122.50 \*\*\*122.50

SUBTOTALS	
FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

DIVISION OF CORPORATIONS  
 97 MAR 24 AM 8:48  
 RECEIVED

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

FILED  
071123 21 11 9:46  
TE  
11A

**ARTICLES OF INCORPORATION  
OF  
B&L MOTORS INCORPORATED**

We the undersigned for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporation for profit, do hereby certify, declare and set forth:

**ARTICLE I**

**THE NAME OF THIS CORPORATION SHALL BE  
B & L MOTORS INCORPORATED**

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature and the object and purposes proposed to be transacted and carried on is to provide financing for the purchase of real and personal property, and all other matters directly or indirectly related thereto, and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. To improve, buy, sell, exchange, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage and operate real property, both improved and unimproved, and personal property whatsoever nature or kind, as owner, agent, factor or broker; to build, construct and alter houses, buildings and structures of whatsoever nature or kind, and to develop real property generally, to loan money upon real and personal property and to take mortgages and bonds and assignments of mortgages and bonds upon real and personal property of whatsoever nature or kind; and to borrow money thereon by mortgage or otherwise; to buy, sell and deal in bonds and loans secured by mortgages or other liens on real property or personal property of all kinds and description.

B. To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, assign, transfer, invest in, trade in, deal in, borrow and lend money upon goods, wares, merchandise and real and personal property of every kind and description.

C. To act as agent, broker or attorney in fact for any person, firms, or corporations in buying, selling and dealing in real or personal property of whatsoever nature or kind, and any and every estate and interest therein, and chooses in action secured thereby, judgments resulting therefrom and other personal property collateral thereto, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interest in any claim affecting the same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deeds of trust of real property or chattels, real and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the purposes of the corporation.

D. To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of capital stock, bonds, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stocks, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon; to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property to the company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all such acts and things tending to increase the value of the property at any time held by the company.

E. To acquire, grant, hold, undertake and fully exploit the goodwill, property rights, franchises and assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the company or otherwise.

F. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale of other negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

G. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks and any license or other rights or interest therein and thereunder.

H. To conduct business and operations and have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this state and any other of the several states, territories, possessions and dependencies of the United States, the District of Columbia and any and all foreign countries.

I. To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates, evidencing shares of or interest in common law trust, trust and other trust estates or associations, certificates of trust or beneficial interest in trusts, mortgages, contracts and other instruments, securities and rights, to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organization, liquidation, or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and mercantile, financial and industrial and industrial enterprises and operation.

J. To engage in and carry on any advertising business in connection with property of any nature owned, leased or otherwise acquired by this corporation, as principal or agent, with powers to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of the corporation.

K. To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, of any amendment thereto necessary and incidental to the protection and benefit of the corporation, including the right of the corporation or its stockholders to pay state or federal taxes under any plan it or they may elect and as shall be approved by such taxing authority; and in general carry on any lawful business necessary or incidental to the attainment of the object of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in the Articles of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE III  
CAPITAL STOCK

The capital stock of this corporation shall be ONE HUNDRED (100) shares of \$1.00 par value. All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV  
CAPITAL TO BEGIN BUSINESS

The amount of capital with which to start this corporation shall be FIVE HUNDRED AND 00/100 DOLLARS (\$500.00)

ARTICLE V  
CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI  
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation and it's principal place of business shall be 443 Glenwood Drive, West Palm Beach, Fl 33415, with the privilege of having branch offices at other places within or without the state of Florida. The registered agent at the above address shall be Mary Catherine Clarke

ARTICLE VII  
OFFICERS AND DIRECTORS

The names and addresses of the officers and first Board of Directors of this corporation who shall hold office for the first year or until successors are chosen shall be:

NAME	ADDRESS	OFFICE
Mary Catherine Clarke	443 Glenwood Drive West Palm Beach, fl 33415	PRESIDENT, SECRETARY TREASURER and DIRECTOR
Bruno Adissi	4322 Duchess Court West Boynton Ech. Fl. 33436	V.PRES.

The corporation shall have at least one director, and no person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

ARTICLE VIII  
SUBSCRIBERS

The name and post office address of the subscribers to these Articles of Incorporation, and the number of shares they agree to take, is as follows:

NAME	ADDRESS	SHARES
Mary Catherine Clarke	443 Glenwood Drive West Palm Beach, Fl 33415	51
Bruno Adissi	4322 Duchess Court West Boynton Beach, Fl. 33436	49

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in he manner or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have first lien on the shares of its members and upon the dividends due them from any indebtedness of such members of the corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do hereby make and file these Articles, hereby declaring and certifying the facts herein stated are true, and we do agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals this 21 day of March, 1997.

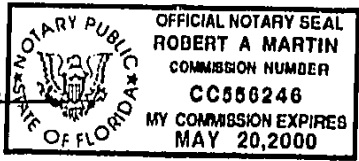
Mary Catherine Clarke  
Mary Catherine Clarke

STATE OF FLORIDA            )  
  ) ss.  
COUNTY OF PALM BEACH    )

BEFORE ME, the undersigned authority, personally appeared  
Mary Catherine Clarke  
to me well known 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.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at  
PALM BEACH COUNTY, this 21 day of March, 1997.

Robert A. Martin  
Notary Public



IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do hereby make and file these Articles, hereby declaring and certifying the facts herein stated are true, and we do agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals this 21 day of March, 1997.

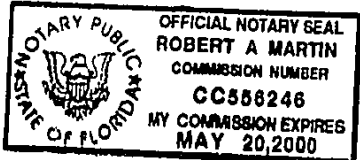
Bruno Adissi  
Bruno Adissi

STATE OF FLORIDA            )  
  ) ss.  
COUNTY OF PALM BEACH    )

BEFORE ME, the undersigned authority, personally appeared  
Bruno Adissi  
to me well known 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.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at  
PALM BEACH COUNTY this 21 day of March, 1997.

Robert A. Martin  
Notary Public



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

FILED  
97 MAR 24 11 09:46  
CLERK OF COURT  
STATE OF FLORIDA

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

FIRST: That B & L MOTORS INCORPORATED to be organized under the laws of the State of Florida, with its place of business in Palm Beach County, Florida, as set forth in the Articles of Incorporation, has named Mary Catherine Clarke whose residence address is 443 Glenwood Drive, West Palm Beach, Fl 33415 as its agent to accept service of process within this State

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
Mary Catherine Clarke  
Mary Catherine Clarke