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March 21, 1997

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Secretary of State
Division of Corporations
New Filing Section
P. O. Box 6327
Tallahassee, FL 32314

Re: ENGINE BUILDERS, INC.

Gentlemen/Ladies:

Enclosed herewith is an original and one copy of Articles of Incorporation plus
Certificate Designating place of business, together with our Trust check #1115 for
\$122.52 representing fees for filing.

Very truly yours

Claire Cubbin

Claire Cubbin, Esquire

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**ARTICLES OF INCORPORATION
FOR
ENGINE BUILDERS, INC.**

FILED
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed by the incorporator(s) for the purpose of forming a profit Corporation as follows:

ARTICLE II

NAME

1.1 Name

The name of the Corporation is **ENGINE BUILDERS, INC.**

ARTICLE II

PURPOSE

2.1 General

The purpose for which the Corporation is organized is to transact all lawful business for which Corporations may be organized under the Business Corporation Act of Florida.

ARTICLE III

POWERS OF THE CORPORATION

3.1 Powers

As needed to pursue the corporate purposes, the following powers are hereby granted to the Board of Directors:

(a) To sue, be sued, complain and defend in the corporate name.

(b) To adopt a corporate seal which may be altered at pleasure and to use the same by causing it, or a facsimile thereof, to being pressed or affixed of in any other manner reproduced.

(c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any legal or equitable interest therein, wherever situated.

(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of the corporate property and assets.

(e) To lend money to, guarantee any obligation of, or otherwise assist any officer, director, or employee of the corporation or of a subsidiary, whenever, in the judgment of the board of directors, such loan, guaranty, or assistance may reasonably be expected to benefit the corporation. The loan, guaranty, or other assistance may be *with or without interest and may be unsecured or secured in such manner as the board of directors shall approve*, including, without limitation, a pledge of shares of stock of the corporation. Nothing in this section shall be deemed to deny, limit, or restrict the powers of guaranty or warranty of any corporation at common law or under any statute.

(f) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation) and secure any of its obligations by mortgage or pledge of all or any of the Corporation's property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

(h) To lend money for any corporate purpose, invest and reinvest its funds, and take and hold real and personal property as security for repayment;

(i) To conduct its business, carry on its operations

locate offices and exercise the powers granted herein, within or without this state.

(j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(k) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

(l) To make donations for the public welfare or for charitable, scientific or educational purposes.

(m) To transact any lawful business which the Board of Directors shall find will be an aid of governmental policy.

(n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

(o) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other benefit or incentive plans for any or all of its current or former directors, officers and employees and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE IV

SHARES

4.1 Authorized Shares

The total authorized stock is: 7500 common shares of \$1.00 par value per share.

4.2 Powers of the Board of Directors

(a) The board of directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including

cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation.

(b) Before the corporation issues shares, the board of directors must determine that the consideration received or to be received for shares to be issued is adequate. That determination by the board of directors is conclusive insofar as the adequacy of consideration for the issuance of shares relates to whether the shares are validly issued, fully paid, and nonassessable. When it cannot be determined that outstanding shares are fully paid and nonassessable, there shall be a conclusive presumption that such shares are fully paid and nonassessable if the board of directors makes a good faith determination that there is no substantial evidence that the full consideration for such share has not been paid.

ARTICLE V

CONSENT MEETINGS

5.1 Majority Consent Meetings

Any action required or permitted to be taken at an annual or special meeting of Stockholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. In order to be effective the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving Stockholders having the requisite number of votes of each voting group entitled to vote thereon, and delivered to the corporation by delivery to its principal office in this state, its principal place of business, the corporate secretary, or another officer or agent of the corporation having custody of the book in which proceedings of meetings of Stockholders are recorded. No written consent shall be effective to take the corporate action referred to therein, unless, within 60 days of the date of the earliest dated consent delivered in the manner required by this section, written consent signed by the number of holders required to take action are delivered to the corporation by delivery as set forth in this section. Written notice of the taking of said action shall be given to the nonconsenting Stockholders or Stockholders who are not entitled to vote in the action by (among other methods) mailing said notice within 10 days after obtaining such authorization by written consent to said Stockholders postage prepaid, to the address of record. Whenever action is taken pursuant to this section, the written consent of the Stockholders consenting thereto or the written reports of inspectors appointed to tabulate such consents shall be filed with the minutes of proceedings of shareholders.

ARTICLE VI

AMENDMENT OF ARTICLES OF INCORPORATION

6.1 Amendments to Articles

The Corporation may amend its Articles of Incorporation, from time to time, so as:

- (a) To change its corporate name.
- (b) To change its period of duration.
- (c) *To change, enlarge or diminish its corporate purposes.*
- (d) To increase or decrease the aggregate number of shares, or shares of any class, which the Corporation has authority to issue.
- (e) To limit, deny or grant to Stockholders of any class the preemptive right to acquire additional or treasury shares of the Corporation, whether then or thereafter *authorized*.
- (f) To increase or decrease the par value of the authorized share of any class having a par value, whether *issued or unissued*.
- (g) To exchange, classify, reclassify or cancel all or any part of the shares, whether issued or unissued.
- (h) To change the designation of all or any part of its shares, whether issued or unissued, and to change the preferences, limitations, and the relative rights in respect of all or any part of its shares, whether issued or unissued.
- (i) To change shares having par value, whether issued or unissued, into the same or a different number of shares without par value, and to change shares without par value into the same or a different number of shares having a par value.
- (j) To change the shares of any class, whether issued or unissued, and whether with or without par value, into a different number of shares of the same class or into the same or a different number of shares, either with or without par value, or other classes.
- (k) To create new classes of shares having rights and preferences either prior and superior or subordinate and inferior to the shares of any class then authorized, whether issued or unissued.
- (l) To cancel or otherwise affect the right of the

holders of the shares of any class to receive dividends which have accrued but have not been declared.

(m) To divide any preferred or special class of shares, whether issued or unissued, into series and fix and determine the designations of such series and the variations in the relative rights and preferences as between the shares of such series.

(n) To authorize the Board of Directors to establish, out of authorized, but unissued shares, a series of any preferred or special class of shares and fix and determine the relative rights and preferences of the shares of any series so established.

(o) To authorize the Board of Directors to fix and determine the relative rights and preferences of the authorized but unissued shares of series theretofore established in respect of which either the relative rights and preferences have not been fixed and determined or the relative rights and preferences theretofore fixed and determined are to be changed.

(p) To revoke, diminish, or enlarge the authority of the Board of Directors to establish a series out of authorized but unissued shares of any preferred or special class and fix and determine the relative rights and preferences of the shares of any series so established.

ARTICLE VII

DIRECTORS

7.1 Directors

The initial Board shall consist of three Directors and the names and addresses of the persons who shall serve as Directors until the first annual meeting of Stockholders or until their successors be elected and qualified are:

JOSEPH H. DILLARD
5101 N. W. 10TH Terrace
Ft.Lauderdale, Florida 33309

IONA SEELEY
10820 N.W. 24th Street
Coral Springs, Florida 33065-3638

RONALD ROGERS
4284 N.E. 7th Avenue
Ft. Lauderdale, Florida 33334

7.2 Number of Directors

The Board of Directors of the Corporation shall consist of one or more members. The number of Directors shall be fixed by, or in the manner provided in, the Bylaws, except as to the number constituting the initial Board of Directors, which number has been fixed by these Article of Incorporation. The number of Directors may be increased or decreased from time to time by amendment to, or in the manner provided in these Articles of Incorporation or the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director in the absence of a Bylaw providing for the number of Directors, the number shall be the same as that provided for in these Articles of Incorporation .

ARTICLE VIII

BOARD OF DIRECTORS MEETINGS

8.1 Voting

At all meetings of the Board of Directors all questions shall be decided by a majority of votes, but, in case of an equality of votes, the President shall have a second or deciding vote.

8.2 Place

Meetings of the Board of Directors, regular or special, may be held either within or without this *state*.

8.3 Notice

Regular meetings of the Board of Directors may be held with or without notice as prescribed in the Bylaws. Special meetings of the Board of Directors designated thereby must be preceded by at least 2 days' notice of the date, time, and place of the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner n which it has been called or convened; except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless required by the Bylaws.

8.4 Conference Telephone Calls

Except as may be otherwise restricted by these Articles of Incorporation or by the Bylaws, members of the Board of Directors may participate in a meeting of such

Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

8.5 Consent Actions

Unless otherwise provided by the Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors of the Corporation, may be taken without a meeting if the action is taken by all members of the board. The action must be evidenced by one or more written consents describing the action taken and signed by each director. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. Such consent shall have the same effect as a meeting vote and may be described as such in any document.

8.6 Powers

All corporate powers shall be exercised by or under authority of, and the business affairs of the Corporation shall be managed under the direction of the Board of Directors. Directors must be natural persons who are 18 years of age or older but need not be residents of this state or Stockholders of the Corporation unless the Bylaws so require. The Bylaws may prescribe other qualifications for Directors.

8.7 Term

The members of the first Board of Directors shall hold office until the first annual meeting of Stockholders and until their successors shall have been elected and qualified. At the first annual meeting of Stockholders and at each annual meeting thereafter the Stockholders shall elect Directors to hold office until the next succeeding annual meeting, except in case of the classification of Directors. Each Director shall hold office for the term for which he is elected until his successor shall have been elected and qualified.

8.8 Vacancy

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next election of Directors by the Stockholders.

8.9 Removal of Directors

By consent or at a meeting of Stockholders called expressly for that purpose, Directors may be removed by vote of the Stockholders. Any Director or the entire Board

of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors.

8.10 Removal of Officers

Any Officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice in the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not of itself create such contractual rights.

8.11 General Authorization of Board's Authority to Issue Stocks and Bonds

The following certificates may be issued from time to time by the Board of Directors in one or more series: Voting Common

The Board of Directors is authorized to determine: the dividend rate; the price and term of issuance; liquidation value and terms; redemption value terms and condition; whether there shall be a sinking fund to retire such certificates and, if so, what the terms and conditions of such fund shall be; conversion rights; voting rights.

8.14 Restrictions on the Issuance of Certificates

The following restrictions upon the issuance of stock shall apply: Only stock authorized at this time may be issued; and only stock whose purchase price is at least book value may be issued.

ARTICLE IX

OFFICERS

9.1 The Officers of the corporation shall be a President, Secretary and Treasurer.

9.2 The officers shall be elected at the annual meeting of the corporation or as provided by the bylaws.

9.3 The names and addresses of the persons who are to serve as officers of the corporation are:

President: JOSEPH H. DILLARD 5101 N. W. 10th Terrace
Ft. Lauderdale, Florida 33309

Secretary: IONA SEELEY 10820 N.W. 24th Street
Coral Springs, Florida 33065-3638

Treasurer: RONALD ROGERS 4284 N.W. 7th Avenue
Ft. Lauderdale, Florida 33334

ARTICLE X

BYLAWS

10.1 Initial ByLaws

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the Stockholders, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XI

DISTRIBUTIONS

11.1 Distributions in General

Distribution means a direct or indirect transfer of money indebtedness by a corporation to or for the benefit of its stockholders in respect of any of its shares. A distribution may be in the form of a declaration or payment of a dividend; a purchase, redemption, or other acquisition of shares; or otherwise.

The Board of Directors of the Corporation may, from time to time, declare and the Corporation may make distributions in cash, property, or its own shares, except when the Corporation is insolvent or when the payment thereof would render the Corporation unable to pay its debts as they become due in the usual course of business or the corporation's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if the corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of stockholders whose preferential rights are superior to those receiving the distribution, subject to the following provisions:

(a) Dividends may be declared and paid in cash or property only out of the unreserved and unrestricted earned surplus of the Corporation, except as otherwise provided in this section.

(b) Dividends may be declared and paid in cash out of depletion reserves, but each such dividend shall be identified as a distribution of such reserves and the

amount per share paid from such reserves shall be disclosed to the Stockholders receiving the same concurrently with the distribution thereof.

(c) Dividends may be declared and paid in authorized but unissued shares out of any unreserved and unrestricted surplus of the Corporation upon the following conditions:

(1) If a dividend is payable in shares having a par value, such shares shall be issued at not less than the par value thereof and there shall be transferred to stated capital at the time such dividend is paid an amount of surplus equal to the aggregate par value of the shares to be issued as a dividend.

(2) If a dividend is payable in shares without par value, such shares shall be issued at such stated value as shall be fixed by the Board of Directors by resolution adopted at the time such dividend is declared and there shall be transferred in stated capital at the time such dividend is paid an amount of surplus equal to the aggregate stated value so fixed in respect of such shares; and the amount per share so transferred to stated capital shall be disclosed to the Stockholders receiving such dividend concurrently with the payment thereof.

11.2 Dividends to Other Classes

No dividend payable in shares of any class shall be paid to the holders of shares of any other class unless such payment is authorized by the articles of incorporation or the affirmative vote or the written consent of the holders of at least a majority of the outstanding shares of the class in which the payment is to be made.

11.3 Class split-ups

(a) A split-up or division of the issued shares of any class into a greater number of shares of the same class without increasing the stated capital of the Corporation shall not be construed to be a share dividend within the meaning of this section.

(b) The Board of Directors of the Corporation may, from time to time, distribute to its Stockholders out of capital surplus of the Corporation a portion of its assets, in cash or property; subject to the following provisions;

(1) No such distribution shall be made at a time when the Corporation is insolvent or when such distribution would render the Corporation insolvent.

(2) No such distribution shall be made unless such distribution is authorized by the affirmative vote of the holder of a majority of the outstanding shares of each class whether or not entitled to vote thereon by the provisions of the Articles of Incorporation of the Corporation.

(3) No such distribution shall be made to the holders of any class of shares unless all cumulative dividends accrued on all preferred or special classes of shares entitled to preferential dividends shall have been fully Paid.

(4) No such distribution shall be made to the holders of any class of shares which would reduce the remaining net assets of the Corporation below the aggregate preferential amount payable in event of involuntary liquidation to the holders of shares having preferential rights to the assets of the Corporation in the event of liquidation.

(5) Each such distribution, when made, shall be identified as a distribution from capital surplus and the amount per share disclosed to the Stockholders receiving the same concurrently with the distribution thereof.

(6) The Board of Directors of a Corporation may also, from time to time, distribute to the holders of its outstanding shares having a cumulative preferential right to receive dividends, in discharge of their cumulative dividend rights, dividends payable in cash out of the capital surplus of the Corporation, if at the time the Corporation has no earned surplus and is not insolvent and would not thereby be rendered insolvent. Each such distribution when made, shall be identified as a payment of cumulative dividends out of capital surplus.

ARTICLE XII

CONFLICTS IN INTEREST

12.1 Contracts with Directors and Officers

No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) the fact of such relationship or interest is disclosed or known to the Stockholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes, approves or ratifies such contract or transaction.

12.2 Lending to Directors

The Corporation shall not lend money to or use its credit to assist its Directors without authorization in the particular case by its Stockholders, but may lend money to and use its credit to assist any employee of the Corporation or of a subsidiary, including any such employee who is a director of the Corporation, if the Board of directors decides that such loan or assistance may benefit the Corporation.

ARTICLE XIII

BOARD HAS POWER TO APPOINT A COMMITTEE

13.1 Committees

Unless the articles of incorporation or the bylaws otherwise provide, the board of directors, by resolution adopted by a majority of the full board of directors, may designate from its members an executive committee and one or more other committees each of which, to the extent provided in such resolution or in the articles of incorporation or the bylaws of the corporation, shall have and may exercise all the authority of the board of directors. Each committee must have two or more members who serve at the pleasure of the board of directors.

The Board may designate one or more directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. The Bylaws may provide that in the absence or disqualification of a member of a committee, the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting, and each member thereof, shall serve at the pleasure of the Board. A committee designated pursuant to this paragraph, to the extent provided all powers and authority of the Board in management of the business and affairs of the Corporation not prohibited by the relevant Business Corporation Act.

Unless the articles of incorporation or bylaws provide otherwise, the sections herein which govern meeting, notice and waiver of notice, and quorum and voting requirements of the board of directors apply to committees and their members as well.

13.2 Denial of Authority

Provided that no such committee shall have authority to (a) approve or recommend to Stockholders actions or proposals required to be approved by

Stockholders, (b) fill vacancies on the Board of Directors, or any committee thereof, (c) adopt, amend, or repeal the Bylaws, (d) authorize or approve the reacquisition of stock unless pursuant to a general formula or (e) authorize or approve the issuance or sale of, or any contract to issue or sell, shares or determine the designator and relative rights, preferences, and limitations of a voting group except that the board of directors may authorize a committee (or a senior executive officer of the corporation) to do so within limits specifically prescribed by the board of directors.

13.3 Further Denials of Authority

Provided further, that no such committee shall have authority to:

- (a) Fix the compensation of the Board of Directors
- (b) Increase or decrease their own number or qualifications.
- (c) Sue, complain and defend in the corporate name.
- (d) Use the corporate seal.
- (e) Purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use or otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (f) Sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of the corporate Property and assets.
- (g) Lend money and use the Corporation's credit to assist corporate employees or Directors.
- (h) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (i) Make contracts and guarantees and incur liabilities, borrow money, issue corporate notes, bonds, and other obligations, or secure any of the Corporation's obligations by mortgage or pledge of all or any of its property, franchises and income.
- (j) Lend money, invest and reinvest the Corporation's funds, or take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) Elect or appoint officers and agents of the Corporation, or define their duties and fix their compensation.

(l) Make donations for the public welfare or for charitable, scientific or educational purposes.

(m) Pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of the corporate Directors, Officers and employees.

(n) Have the Corporation act as a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

13.4 Meetings

Regular or special meetings of the committee may be held either within or without this state.

Unless otherwise provided by the Bylaws any action to be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE XIV

PREEMPTIVE RIGHTS

14.1 Preemptive Rights

Except to the extent limited or denied by this section or by the Articles of Incorporation, Stockholders shall have a preemptive right, granted on uniform terms and conditions prescribed by the board of directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the corporation's unissued shares upon the decision of the board of directors to issue them.

Unless otherwise provided in the Articles of Incorporation,

(a) No preemptive right shall exist

(1) to acquire any shares issued as compensation to Directors, Officers, agents or employees of the corporation or its subsidiaries or affiliates;

(2) shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

(3) shares authorized in articles of incorporation that are issued within 6 months from the effective date of incorporation;

(4) shares sold otherwise than for cash.

(b) Holders of shares of any class that is preferred or limited as to dividends or assets shall not be entitled to any preemptive right.

(c) Holders of shares of common stock shall not be entitled to any preemptive right to shares of any class that is preferred or limited as to dividends or assets or to any obligations, unless convertible into shares of common stock or carrying a right to subscribe to or acquire shares of common stock.

ARTICLE XV

BOARD OF DIRECTORS, OFFICER, EMPLOYEE AND AGENT LIABILITY

15.1 General Director Liability

A Director shall perform his duties as a Director, including his duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) One or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.

(b) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within such person's professional or expert competence, or

(c) A committee of the Board upon which he does not serve, duly designated as to matters within its designated authority which committee the Director reasonably believes to merit confidence.

(d) In discharging his duties, a director may consider such factors as the director deems relevant, including the long-term prospects and interests of the corporation and its stockholders, and the social, economic, legal, or other effects of any

action on the employees, suppliers, customers of the corporation or its subsidiaries, the communities and society in which the corporation or its subsidiaries operate, and the economy of the state and the nation.

(e) But he shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

(f) A person who so performs his duties shall have no liability by reason of being or having been a Director of the Corporation.

(g) A Director of a Corporation who is present at a meeting of its Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting specified business at the meeting, or he votes against or abstains from the action taken.

(h) Each Officer, Director or member of any committee designated by the Board of Directors in the manner hereinafter provided shall in the performance of his duties be fully protected in relying in good faith upon the books of account or reports made to the Corporation by any of its officials, or by an independent certified public accountant, or by an appraiser selected with reasonable care by the Board of Directors or by any such committee, or in relying in good faith upon other records of the Corporation

(i) Any transaction questioned in any Stockholders' derivative suit on the ground of lack of authority, defective or irregular execution, adverse interest of Director, Officer or Stockholder, nondisclosure, miscomputation, or the application of improper principles or practices of accounting may be ratified before or after judgment, by the Board of Directors or by the Stockholders in case less than a quorum of Directors are qualified; and, if so ratified, shall have the same force and effect as if the questioned transaction had been originally duly authorized, and said ratification shall be binding upon the Corporation and its Stockholders and shall constitute a bar to any claim or execution of any judgment in respect of such questioned transaction.

15.3 Refusal to Allow Inspection of Books

Any Officer or agent who, or a Corporation which, shall refuse to allow any such Stockholder or holder of voting trust certificates, or his agent or attorney, so to examine and make extracts from its books and records of account, minutes, and record of Stockholders, for any proper purpose, shall be liable to such Stockholder or holder of voting trust certificates in a penalty of ten percent of the value of the shares owned by such Stockholder, or in respect of which such voting trust certificates are issued, in addition to any other damages or remedy afforded him by law. It shall be a defense to any action for penalties under this section that the person suing therefor has within two years sold or offered for sale any list of Stockholders or of holders of voting trust

certificates for shares of such Corporation or has aided or abetted any person in procuring any list of Stockholders or of holders of voting trust certificates for any such purpose, or has improperly used any information secured through any prior examination of the books and records of account, or minutes, or record of Stockholders or of holders of voting trust certificates for shares of such Corporation or any other Corporation, or was not acting in good faith or for a proper purpose in making his demand.

ARTICLE XVI

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

16.1 Indemnification

The Corporation shall indemnify to the full extent permitted by law any person who was or is a party to any proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made under this section in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

16.2 Insurance

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section.

ARTICLE XVII

RESTRICTIONS AGAINST VIOLATION OF S STATUS

17.1 Restrictions:

The Corporation shall elect to be taxed as an S Corporation under the Internal Revenue Code.

The Corporation shall only authorize and issue one class of stock (voting common). All such shares and securities shall be subject to restrictions on transfer as permitted by Section 607.067, FLA. STAT. All issued shares and all issued securities evidencing the right to acquire shares of the Corporation shall be held of record by no more than 35 persons in the aggregate.

No stockholder shall do any act (including the sale or transfer of such stockholder's stock) which shall contravene or revoke the Corporation's election to be taxed as an S Corporation.

ARTICLE XVIII

REDEMPTION OF SHARES

18.1 Redemption of Shares

The Corporation at its option may redeem the whole or any part, pro rata or by lot, of the various shares outstanding at any time, by paying therefor in cash eighty per cent [80 %] of the par value thereof, together with any accumulated dividends due thereon, by mailing notices of such redemption to the holders of the outstanding shares to be redeemed at their respective addresses as the same may appear on the record of Stockholders of the Corporation, specifying the time and place of redemption within the City of Fort Lauderdale, such notice to be mailed at least ten (10) days and not more than sixty (60) days prior to the date specified therein for redemption. From and after the date specified in any such notice as the redemption date, unless the Corporation shall fail to provide moneys at the time and place specified in such notice for the payment of the redemption price, all rights of the holders thereof as Stockholders of the Corporation, except the right to receive the redemption price, shall cease and terminate. Any redemption hereunder shall be had in the manner determined by the Board of Directors and in accordance with all applicable provisions of law.

ARTICLE XIX

DISSOLUTION

18.1 NonJudicial Dissolution

Upon the following event(s), the Corporation shall be dissolved:

- (a) A vote of 75 % of the outstanding common shares.
- (b) The Corporation suffering a loss (as accounted for by generally accepted accounting principles) in four consecutive fiscal quarters.

The Stockholders may not petition for judicial dissolution unless:

- (a) 50 % of the outstanding common shares so petition.
- (b) The Corporation has suffered a loss (as accounted for by generally accepted accounting principles) in four consecutive fiscal quarters.

ARTICLE XX

REGISTERED OFFICE

19.1 Office

The address of the initial registered office is:

The Dart Building Suite 401-402, 2101 N. Andrews Avenue Ft. Lauderdale, FL
33311-3940

The mailing address of the initial registered office is:

The Dart Building
Suite No. 401402
2101 N. Andrews Avenue
Fort Lauderdale, Florida, 333113940

The name of the initial resident agent at the registered office is: CLAIRE
CUBBIN, Esquire

ARTICLE XXI
INCORPORATOR(S)

20.1 Incorporator(s)

The name(s) and address(es) of the incorporator(s) is (are) as follows:

JOSEPH H. DILLARD
5101 N.W 10th Terrace
Ft. Lauderdale, Florida 33309

ARTICLE XXII

TERM

22.1 Term

The term of existence of the Corporation shall be perpetual.

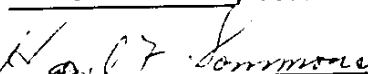
ARTICLE XXIII


EFFECTIVE DATE

23.1 Effective Date

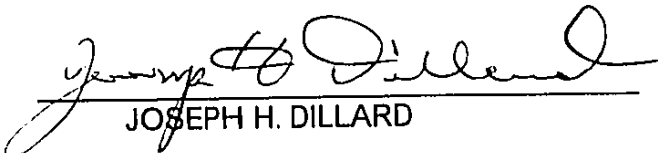
The effective date of Incorporation shall be March 31 1997

IN WITNESS WHEREOF, the Incorporator of the above-named Corporation has hereunto signed these Articles of Incorporation on this the 20th day of March, 1997.



Hazel F. Sommons


Claire Cubbin



JOSEPH H. DILLARD

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared **JOSEPH H. DILLARD**, to me known and known to me to be the person who executed the foregoing Articles of Incorporation for the purposes therein contained.

WITNESS my hand and official seal this 20 day of March, 1997,
A.D., at Fort Lauderdale, Florida, in Broward County.

My Commission Expires:

Claire Curbin

Notary Public, State of Florida



Official Seal
CLAIRE CURBIN
Notary Public, State of Florida
My Comm. Expires June 7, 1998
No. CC380026
Bonded By Service Inc.

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

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

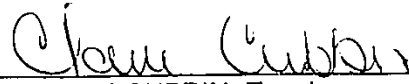
First, That **ENGINE BUILDERS, INC.**, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at The Dart Building, Suite No. 401-402, 2101 N. Andrews Avenue, in the City of Fort Lauderdale, County of Broward, and State of Florida, 33311-3940, has named **Claire Cubbin, Esquire**, 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 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.

Dated: March 20 1997

By



CLAIRE CUBBIN, Esquire
(Resident Agent)
The Dart Building
Suite No. 301-402
2101 N. Andrews Avenue
Fort Lauderdale, Florida 33311-3940
(954) 566-0111

FILED
97 MAR 24 PM 4:40
SECRETARY OF STATE
FORT LAUDERDALE, FLORIDA