

PA 70000325/6

AFFORDABLE PARALEGAL SERVICES

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Mailing:
Post Office Box 141
Sharpes, Florida 32959

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817 Dixon Blvd., Suite 2A
Cocoa, Florida 32922

March 26, 1997

Department of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

000002127940--E
-03/31/97-01016--006
****122.50 ****122.50

RE: **MOTORWORKS EXPRESS, INC.**

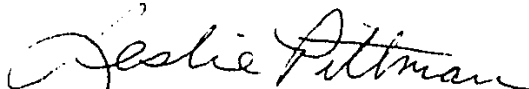
To Whom It May Concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation for Motorworks Express, Inc. Please file the original and return a certified copy to the undersigned at the address below.

Also enclosed is check #8591 in the amount of \$122.50.

On March 26, 1997, the name availability was checked with your office for Motorworks Express, Inc. and was confirmed as being available. Please apply the check for \$122.50 for this name.

Sincerely,

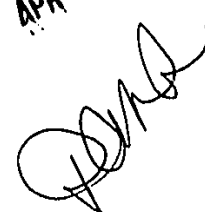


Leslie Pittman
Affordable Paralegal Services
817 Dixon Blvd., Ste. 2A
Cocoa, Florida 32922

Enclosure

FILED
APR 1 1997
TALLAHASSEE, FLORIDA

97 APR - 9 AM 11:54

APR - 1 1997




FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 1, 1997

AFFORDABLE PARALEGAL SERVICES
817 DIXON BLVD.
SUITE ~~2A~~
COCOA, FL 32922

SUBJECT: MOTORWORKS EXPRESS, INC.
Ref. Number: W97000007535

We have received your document for MOTORWORKS EXPRESS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 797A00016373

Corrected. 4/3/97

**ARTICLES OF INCORPORATION
OF
MOTORWORKS EXPRESS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME: The name of the corporation shall be **MOTORWORKS EXPRESS, INC.**

ARTICLE TWO: DURATION: The term of existence of the corporation shall be perpetual.

ARTICLE THREE: PURPOSE: The purpose of the corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. **MOTORWORKS EXPRESS, INC.** also may own, buy and sell parts or all of other businesses, real estate and investments; conduct research; develop equipment; design, construct, own, sell and lease equipment; and hold patents. **MOTORWORKS EXPRESS, INC.**, may do writing of all types, including printing, publishing, distributing, buying and selling; enter into textiles and their manufacture, distribution, sales, etc.; and take advantage of any and all opportunities, ventures and spin-offs that are legally available.

ARTICLE FOUR: CAPITAL STOCK: The aggregate number of shares which the corporation has authority to issue is 100 shares, all of which shall be common shares with no par value.

ARTICLE FIVE: REGISTERED OFFICE: The street address of the initial Registered Office of the corporation is 855 Fletcher Road, S.E., Palm Bay, Florida 32909, and the name of the Registered Agent is **MERRY C. SCHMIDT**.

ARTICLE SIX: DIRECTORS: The Board of Directors of the corporation shall consist of no less than one (1) and no more than four members. The names and addresses of the initial Board of Directors are:

Merry C. Schmidt - President/Secretary/Treasurer
855 Fletcher Road, S.E.
Palm Bay, Florida 32909

Gary Scott Jones - Co. Vice-President
P.O. Box 986
Titusville, Florida 32781

George Allen Schmidt - Co. Vice-President
855 Fletcher Road, S.E.
Palm Bay, Florida 32909

ARTICLE SEVEN: INCORPORATORS: The incorporator(s) of the corporation and the subscriber to these Articles of Incorporation is/are:

Gary Scott Jones
P.O. Box 986
Titusville, Florida 32781

George Allen Schmidt
855 Fletcher Road, S.E.
Palm Bay, Florida 32909

ARTICLE EIGHT: BY-LAWS AND ARTICLES OF INCORPORATION: The shareholders shall have the exclusive authority to formulate, approve and/or amend By-Laws of the corporation and shall have the exclusive authority to formulate, approve and/or adopt these amendments to these Articles of Incorporation.

ARTICLE NINE: COMMENCEMENT OF EXISTENCE: The corporation shall be deemed to commence its existence upon the filing of these Articles in the Office of the Secretary of State of the State of Florida.

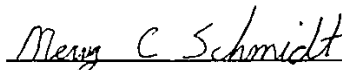
ARTICLE TEN: PRINCIPAL PLACE OF BUSINESS: The principal place of business for said corporation is: 408 Hawk Street, Rockledge, Florida 32955 and the mailing address is 855 Fletcher Road, S.E., Palm Bay, Florida 32909.

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

MOTORWORKS EXPRESS, INC., a Florida corporation, pursuant to Florida Statute §48.091, and its Articles of Incorporation, hereby designates MERRY C. SCHMIDT whose address is 855 Fletcher Road, S.E., Palm Bay, Florida 32909 as its Registered Agent and Registered Office for the service of process as required by law.

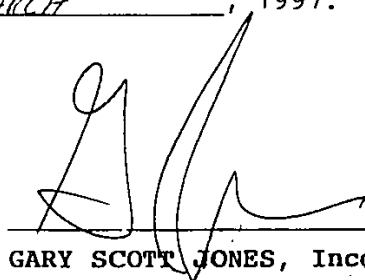
ACCEPTANCE

I, MERRY C. SCHMIDT, of 855 Fletcher Road, S.E., Palm Bay, Florida 32909, having been named in the foregoing Designation of Registered Agent by MOTORWORKS EXPRESS, INC., a Florida corporation, and being fully advised and apprised of the duties of a Resident Registered Agent for the service of process as prescribed by Florida Statute §48.091, do hereby accept said designation and agree to accept service of process as Resident Registered Agent, to keep the office open during prescribed hours, to post my name in a conspicuous place in the office as required by law and to otherwise comply with the obligations of a Resident Registered Agent to maintain a Registered Office as heretofore indicated.



MERRY C. SCMMIDT, Registered Agent

DATED this 26 day of MARCH, 1997.



GARY SCOTT JONES, Incorporator



GEORGE ALLEN SCHMIDT, Incorporator

DATED this 26 day of MARCH, 1997.

97 APR -6 PM 11:52
FILED