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FAX NO.

P. 01

P970000043449

5/15/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000008013 9))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: RASCO & REININGER

ACCT#: 104076000124

CONTACT: CARLOS A GATO

PHONE: (305)261-0500

FAX #: (305)267-1787

NAME: CESAR MOTORS CORPORATION

AUDIT NUMBER.....H97000008013

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1997

RASCO & REININGER

SUBJECT: CESAR MOTORS CORPORATION
REF: W97000011330

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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The name conflict is "CESAR'S MOTORS, CORP."

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) 487-6931.

Becky McKnight
Document Specialist

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**ARTICLES OF INCORPORATION
OF
CESAR ENGINES CORPORATION**

The undersigned, acting as incorporator of CESAR ENGINES CORPORATION, under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

CESAR ENGINES CORPORATION

and the principal place of business is:

15165 N.W. 77th Avenue
Suite 1002
Miami Lakes, Florida 33014

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in

Audit No.: H97000008013
Prepared by: Ramon E. Rasco, Esq.
5200 Blue Lagoon Drive #700
Miami, Florida 33126
(305) 261-0500
Bar No.: 224707

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the design, development and manufacture of motors and engines and in all businesses incidental thereto, and may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5200 Blue Lagoon Drive, Suite 700, Miami, FL 33126 and the name of the corporation's initial registered agent at that address is Miami Corporate Systems, Inc.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased from time to time, as provided

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in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

MARIA TERESA DE FUENTES
DOMINGO PANDO

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

RAMON E. RASCO, ESQ. 5200 Blue Lagoon Drive
Suite 700
Miami, Florida 33126

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting

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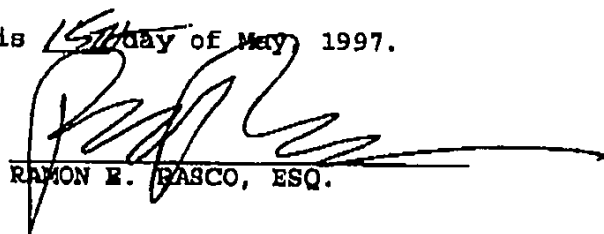
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by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of May, 1997.


RAMON E. PASCO, ESQ.

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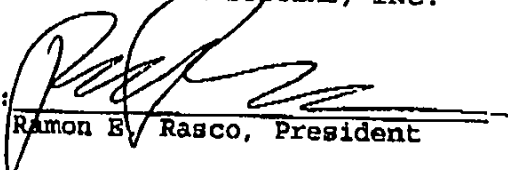
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for CESAR ENGINES CORPORATION in the foregoing Articles of Incorporation, we hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

MIAMI CORPORATE SYSTEMS, INC.

By:


Ramon E. Rasco, President

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