

MAY-16-97 FRI 08:48 AM

FAX NO.

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5/15/97

FLORIDA DIVISION OF CORPORATIONS  
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((H9700008013 9))

TO: DIVISION OF CORPORATIONS

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FROM: RASCO & REININGER

ACCT#: 104076000124

CONTACT: CARLOS A GATO

PHONE: (305)261-0500

FAX #: (305)267-1787

NAME: CESAR MOTORS CORPORATION

AUDIT NUMBER.....H9700008013

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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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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If you have any questions about the availability of a particular name, please call (904) 488-9000.

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

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If you have any questions concerning the filing of your document, please call (904) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H97000008013  
Letter Number: 797A00026172

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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

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TALLAHASSEE, FLORIDA

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

Audit No.: H97000008013

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

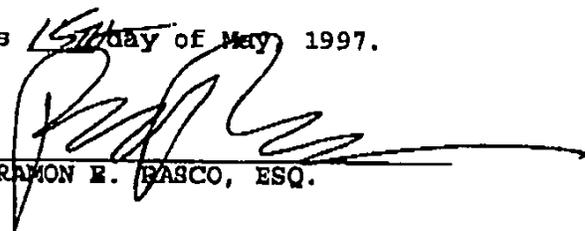
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by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

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

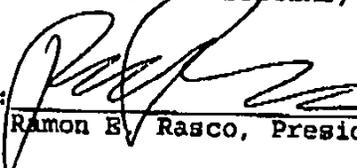
  
RAMON E. BASCO, ESQ.

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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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