

P970000068075

August 1, 1997

Fla. Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fla.  
32314

000002257500--5  
-08/05/97--01010--007  
\*\*\*\*\*75.00 \*\*\*\*\*75.00

Dear Sirs:

Enclosed please find articles of incorporation for filing National Motorcars, Inc. and appropriate fee. Please process and forward charter number to National Motorcars, Inc. 277 Sykes Creek, Merritt Island, Fla. 32952.

Thank you for your prompt attention.

Sincerely,

*Mary Cline*

Mary Cline  
President

FILED  
97 AUG -5 PM 2:26  
TALLAHASSEE, FLORIDA  
DIV. OF STATE

AUG 6 4:35 PM BSB

FILED

97 AUG -5 PM 2: 26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NATIONAL MOTORCARS, INC.

ARTICLE I NAME & ADDRESS:

THE NAME AND ADDRESS OF THIS CORPORATION ARE:

NATIONAL MOTORCARS, INC.  
277 Sykes Creek,  
Merritt Island, Florida 32952

ARTICLE II PURPOSE:

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY  
AND ALL LAWFUL BUSINESS.

ARTICLE III CAPITAL STOCK:

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE HUNDRED (100) SHARES  
OF \$10.00 PAR VALUE OF COMMON STOCK.

ARTICLE IV PREEMPTIVE RIGHTS:

EVERY STOCKHOLDER, UPON THE ISSUANCE OR SALE OF EITHER NEW OR  
TREASURY STOCK FOR CASH, PROPERTY, SERVICES, IN PAYMENT OF  
CORPORATE DEBTS OR OTHERWISE SHALL HAVE THE RIGHT TO PURCHASE  
HIS\HER PROPORTIONATE SHARE THEREOF.

ARTICLE V INITIAL REGISTERED  
OFFICE AND AGENT:

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS  
CORPORATION IS 277 SYKES CREEK, MERRITT ISLAND, FLORIDA 32952 AND  
THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT  
THAT ADDRESS IS MARY CLINE WHICH AGENT, PURSUANT TO SECTION 48.091,  
FLORIDA STATUTES, SHALL ACCEPT SERVICE OF PROCESS WITHIN THIS  
STATE.

PAGE TWO

ARTICLE VI BOARD OF DIRECTORS:

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME IN SUCH MANNER AS MAY BE PRESCRIBED BY THE BYLAWS. THE NAME AND ADDRESSES OF THE INITIAL DIRECTOR OF THIS CORPORATION IS:

<u>NAME</u>	<u>ADDRESS</u>
MARY CLINE	277 SYKES CREEK MERRITT ISLAND, FLA. 32952

THE CORPORATION SHALL INDEMNIFY AND HOLD HARMLESS EACH PERSON WHO SHALL SERVE AT ANY TIME HEREAFTER AS A DIRECTOR OR OFFICER OF THE CORPORATION, AND ANY PERSON WHO SERVES AT THE REQUEST OF THIS CORPORATION AND AGAINST ANY AND ALL CLAIMS AND LIABILITIES TO WHICH SUCH PERSON SHALL BECOME SUBJECT BY REASON OF HIS\HER HAVING HERETOFORE OR HEREAFTER BEING A DIRECTOR OR OFFICER OR AGENT OF THE CORPORATION, OR BY REASON OF ANY ACTION ALLEGED TO HAVE BEEN HERETOFORE OR HEREAFTER TAKEN OR OMITTED BY HIM\HER AS SUCH DIRECTOR OR OFFICER OR AGENT, AND SHALL REIMBURSE EACH SUCH PERSON FOR ALL EXPENSES (INCLUDING ATTORNEY'S FEES) REASONABLY INCURRED BY HIM\HER IN CONNECTION WITH ANY SUCH CLAIM OR LIABILITY; PROVIDED THAT NO PERSON SHALL BE INDEMNIFIED AGAINST, OR BE REIMBURSED FOR ANY EXPENSES INCURRED IN CONNECTION WITH ANY CLAIM OR LIABILITY AS TO WHICH IT SHALL BE ADJUDGED THAT SUCH OFFICER OR DIRECTOR OR AGENT IS LIABLE FOR GROSS NEGLIGENCE OR WILLFUL MISCONDUCT IN THE PERFORMANCE OF HIS\HER DUTIES.

THE RIGHTS ACCRUING TO ANY PERSON UNDER THE FOREGOING PROVISIONS SHALL NOT EXCLUDE ANY OTHER RIGHT TO WHICH HE\SHE MAY BE LAWFULLY ENTITLED, NOR SHALL ANYTHING HEREIN CONTAINED RESTRICT THE RIGHT OF THE CORPORATION TO INDEMNIFY OR REIMBURSE SUCH PERSON IN ANY PROPER CASE EVEN THOUGH NOT SPECIFICALLY HEREIN PROVIDED FOR.

NO CONTRACT OR OTHER TRANSACTION BETWEEN THIS CORPORATION AND ANY OTHER CORPORATION, AND NO ACT OF THIS CORPORATION SHALL IN ANY WAY BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE DIRECTORS OF THE CORPORATION ARE PECUNIARILY OR OTHERWISE INTERESTED IN OR ARE DIRECTORS OR OFFICERS OF SUCH OTHER CORPORATION; ANY DIRECTOR INDIVIDUALLY, OR ANY FIRM OF WHICH ANY DIRECTOR MAY BE A MEMBER, MAY BE A PARTY TO, OR MAY BE PECUNIARILY OR OTHERWISE INTERESTED IN, ANY CONTRACT OR TRANSACTION OF THE CORPORATION, PROVIDED THAT THE FACT THAT HE\SHE OR SUCH FIRM SO INTERESTED SHALL BE DISCLOSED OR SHALL HAVE BEEN KNOWN TO THE BOARD OF DIRECTORS OR SUCH MEMBERS THEREOF AS SHALL BE PRESENT AT ANY MEETING OF THE BOARD AT WHICH

PAGE THREE

ACTION UPON ANY SUCH CONTRACT OR TRANSACTION SHALL BE TAKEN, AND ANY DIRECTOR OF THE CORPORATION WHO IS ALSO A DIRECTOR OR OFFICER OR SUCH OTHER CORPORATION, OR IS SO INTERESTED, MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS OF THE CORPORATION WHICH SHALL AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION, AND MAY VOTE THEREAT TO AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION WITH LIKE FORCE AND EFFECT AS IF HE\SHE WERE NOT SUCH DIRECTOR OR OFFICER OF SUCH OTHER CORPORATION OR NOT SO INTERESTED.

ARTICLE VII INCORPORATOR:

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:  
MARY CLINE 277 SYKES CREEK, MERRITT ISLAND, FLORIDA 32952

ARTICLE VIII AMENDMENT:

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

ARTICLE IX BYLAWS:

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 1<sup>ST</sup> DAY OF AUGUST 1997.

Mary Cline  
SUBSCRIBER

STATE OF FLORIDA

COUNTY OF Brevard

I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, A NOTARY PUBLIC, DULY AUTHORIZED IN THE STATE AND COUNTY ABOVE NAMED, TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED,

MARY CLINE

TO ME KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING ARTICLE OF INCORPORATION AND WHO ACKNOWLEDGED BEFORE ME THAT SHE EXECUTED THOSE ARTICLES OF INCORPORATION.

PAGE FOUR

WITNESS MY HAND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED  
ABOVE THIS 1 DAY OF AUGUST 1997.

*Debra L. Veal*

NOTARY PUBLIC

MY COMMISSION EXPIRES:



DEBRA L. VEAL  
My Commission CC419978  
Issue Dec. 17, 1998  
Issued by NFNU  
Exp. 12/3388

THE UNDERSIGNED HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR  
THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VI HEREOF,  
HEREBY ACCEPTS SUCH AGENCY AND AGREES TO COMPLY WITH THE PROVISIONS  
OF THE FLORIDA STATUTES RELATIVE TO KEEPING OPEN SAID OFFICE.

*Mary Cline*

REGISTERED AGENT

FILED  
97 AUG -5 PM 2:26  
TALLAHASSEE, FLORIDA

P97000068076

7/28/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

8:34 AM

((H97000012228 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C. RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: SHELL SOFT INC.

AUDIT NUMBER.....H97000012228

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

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NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Bm 8/6/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

July 30, 1997

CORPORATE CREATIONS INTER

SUBJECT: SHELL SOFT INC.  
REF: W97000017370

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

The registered agent designation page does not meet legibility requirements.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: B97000012228  
Letter Number: 497A00038919

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H97000012228

## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Shell Soft Inc.

### Article II. Address

The mailing address of the Corporation is:  
Shell Soft Inc.  
716 Kenilworth Circle, #200  
Heathrow FL 32746

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
S. Vijayender Reddy  
716 Kenilworth Circle, #200  
Heathrow FL 32746

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Indira Singireddy

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

American Incorporators, Ltd.  
1220 North Market Street, Suite 606  
Wilmington DE 19801  
302-421-5752



H97000012228

Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code 125)  
Miami Beach FL 33139-6629

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 6, 1997.

The undersigned incorporator executed these Articles of Incorporation on August 6, 1997.



CORPORATE CREATIONS INTERNATIONAL INC.  
Brian R. Fons Vice President

American Incorporators, Ltd.  
1220 North Market Street, Suite 606  
Wilmington DE 19801  
302-421-6752

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**  
Shell Soft Inc.

**REGISTERED AGENT/OFFICE:**  
S. Vijayender Reddy  
716 Kenilworth Circle, #200  
Heathrow FL 32746

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

*S. Vijayender Reddy*  
S. VIJAYENDER REDDY

Date: July 28, 1997

American Incorporators, Ltd.  
1220 North Market Street, Suite 808  
Wilmington DE 19801  
302-421-5762

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