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McDANIEL & BALL, P.A.

ATTORNEYS AT LAW

1444 FIRST STREET

SARASOTA, FLORIDA 34236

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ROBERT S. McDANIEL, JR.
CHARLES H. BALL

FILED
97 AUG 18 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 15, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: Mighty Motors Corporation

Dear Sir:

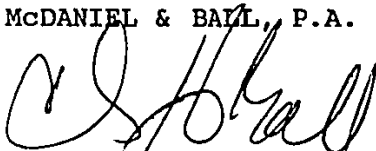
Enclosed please find an original and one copy of Articles of Incorporation for filing together with our check in the amount of \$122.50 filing fee. Also enclosed is a Designation of Resident Agent.

Please return a certified copy of the Articles to this office.

Thank you for your assistance in this matter.

Very truly yours,

McDANIEL & BALL, P.A.



CHARLES H. BALL

CHB/fh
Encls.

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AL AUG 20 1997.

ARTICLES OF INCORPORATION
OF
MIGHTY MOTORS CORPORATION

FILED
97 AUG 18 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be MIGHTY MOTORS CORPORATION.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the subscriber of this corporation at any regular or special meeting.

ARTICLE IV. EXISTENCE

This corporation shall have perpetual existence until dissolved according to law.

ARTICLE V. ADDRESS

The initial street address of the principal office of this corporation is to be at 1039 East Avenue N., Sarasota, Florida 34237.

ARTICLE VI. DIRECTORS

There shall be two directors of the corporation. The name and address of each director is as follows:

James Chivington	1039 East Avenue N. Sarasota, FL 34237
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Steven E. Girouard	1163 East Avenue N. Sarasota, FL 34237
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ARTICLE VII. SUBSCRIBER

The name and address of each person signing these Articles of Incorporation as a subscriber is as follows:

James Chivington	1039 East Avenue N. Sarasota, FL 34237
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ARTICLE VIII. REGISTERED OFFICE

The street address of the initial registered office and the name of its original registered agent is as follows:

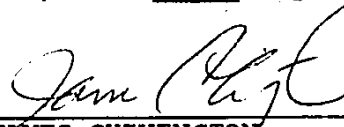
1039 East Avenue N. Sarasota, Florida 34237	James Chivington
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ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the subscriber, proposed by him to the stockholders and approved by them at a meeting of stockholders by a majority of the stockholders entitled to vote thereon, unless all of the officers and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation

under the laws of the State of Florida, this 14 day of August,
1997.

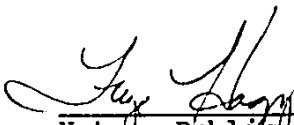


JAMES CHIVINGTON

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this
14th day of August, 1997, by James Chivington, who is personally
known to me or has produced _____ as identification.





Notary Public
My Commission Expires:

Charles H. Ball
McDANIEL & BALL, P. A.
1444 First Street
Sarasota, Florida 34236
(941) 952-1500

CERTIFICATE DESIGNING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT MIGHTY MOTORS CORPORATION
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

SARASOTA, STATE OF FLORIDA
(CITY) (STATE)

HAS NAMED JAMES CHIVINGTON, LOCATED AT
(NAME OF RESIDENT AGENT)

1039 EAST AVENUE N., SARASOTA, FL 34237
(STREET ADDRESS AND NO. OF BLDG., POST OFFICE BOX ADDRESSES ARE
NOT ACCEPTABLE.)

CITY OF SARASOTA, STATE OF FLORIDA, AS ITS AGENT TO
(CITY)
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

James Chivington
(CORPORATE OFFICER)

TITLE

President

DATE

8-14-1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE

James Chivington
(RESIDENT AGENT)

DATE

8-14-1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA