

P9700078787

Stephen Eric Johnston FILED

22528 Caravelle Circle, Boca Raton, FL 33433-5909

561) 394-7441
687-1232

97 SEP 11 PM 12:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Tuesday, August 26, 1997

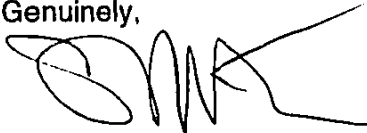
State of Florida
Department of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To whom it may concern,

Included is 1- Original and 1- copy of articles of incorporation for Zoie Motors, Inc. I have included a check for \$ 122.50 \$70.00 filing fee and \$52.50 for a certified copy.

Thanking you I am,

Genuinely,



Stephen Eric Johnston

SEJ/mf

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-03/02/97--01150--019
****122.50 ****122.50

Stephen Johnston GAVE
AUTHORIZATION BY PHONE TO
CORRECT Deborah III
DATE 9/3/97
DGS [Signature]

W97-20303
PH 9/3/97

1 P. Hall SEP 11 1997

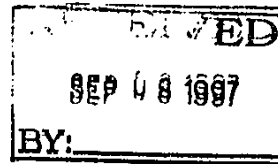


FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 3, 1997

STEPHEN ERIC JOHNSON
22528 CARAVELLE CIRCLE
BOCA RATON, FL 33433-5909

SUBJECT: ZOIE MOTORS, INC.
Ref. Number: W97000020303



We have received your document for ZOIE MOTORS, 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):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of 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 (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 697A00044021

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
ZOIE MOTORS INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is Zoie Motors Inc.

**ARTICLE II
SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent is:

Stephen Eric Johnston, Registered Agent
22528 Caravelle Circle
Palm Beach County
Boca Raton, FL 33433

Zoie Motors Inc
22528 Caravelle Circle
Palm Beach County
Boca Raton, FL 33433

The principal address is the same as the registered office.
I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

**ARTICLE IV
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE V DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Stephen Eric Johnston
22528 Caravelle Circle
Boca Raton, FL 33433

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the

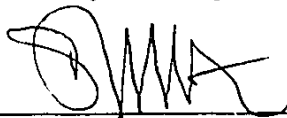
shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

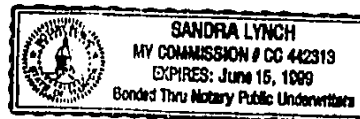


Stephen Eric Johnston, Incorporator/Registered Agent
22528 Caravelle Circle
Boca Raton, FL 33433

State of Florida, County of Palm Beach, ss:

Subscribed and sworn to (or affirmed) before me this 15 day of Aug, 1997


Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA