

19700086992

ROBERT B. SMITH
 Attorney and Counselor at Law
 19 West Flagler Street, Suite 720
 Miami, Florida 33130

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Diesel Pro Engine Corporation
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

FILED
 97 SEP 26 PM 4:24
 SEC
 TALL

- ☐ Walk in
 ☐ Pick up time _____
 ☐ Certified Copy
☐ Mail out
 ☐ Will wait
 ☐ Photocopy
 ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

900002314779--7
 -10/08/97--01046--016
 ****122.50 ****122.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

[Handwritten signature] 10/8

Examiner's Initials	
---------------------	--

ARTICLES OF INCORPORATION
OF

DIESEL PRO ENGINE CORPORATION, INC.

The undersigned, acting as incorporator of Diesel Pro Engine Corporation, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is Diesel Pro Engine Corporation, Inc.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of subscription and acknowledgment of these Articles of Incorporation by the Secretary of State, State of Florida.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be 442 N.W. South River Drive, Miami, Florida 33128.

ARTICLE IV. DURATION

The corporation will exist perpetually.

ARTICLE V. PURPOSE

This corporation shall serve as holding company that may engage in any activity or business permitted under the laws of the United States and Florida.

More specifically, the general purpose or purposes for which the holding company is organized are as follows:

The repair and sale of diesel engines, both foreign and domestic.

FILED
97 SEP 26 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1000 shares of Class A common stock, having a par value of \$1.00 per share. The consideration to be paid for each share of Class A common stock 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 VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 442 N.W. South River Drive, Miami, Florida 33128 and the name of the corporation's initial registered agent at the address is Luis Uva.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one (1) or more than four (4). The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Luis Uva President/Tres.	7645 S.W. 52nd Street Miami, FL 33143

250 Shares of Class A common stock

Juan Eduardo Johnson - Vice Pres./
Secretary

243 S.W. 6th Street
Miami, FL 33130

250 Shares of Class A common stock

Francesco Uva - Vice Pres./
Treasurer

7645 S.W. 52nd Court
Miami, FL 33143

500 Shares of Class A common stock

ARTICLE IX. MANAGEMENT BY SHAREHOLDERS

All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

The names and street addresses of the original shareholders are:

ARTICLE X. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Luis Uva	7645 S.W. 52nd Court Miami, FL 33143

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stocks of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE XI. CUMULATIVE VOTING

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either cast all those votes for a single candidate or distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

ARTICLE XII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholder, 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 XIII. BYLAWS

- 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.

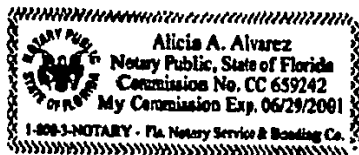
IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 26th day of September, 1997.




LUIS UVA

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 26th
day of September, 1997, by LUIS UVA.





Notary Public
State of Florida at Large

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Diesel Pro Engine Corporation, Inc. in the foregoing Articles of Incorporation, I, on behalf of Diesel Pro Engine Corporation, Inc., a Florida corporation, 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.

REGISTERED AGENT

By: 

LUIS UVA

DIESEL. ART

FILED
97 SEP 26 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA