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Attorney at Law

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October 29, 1997

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Fla. 32301

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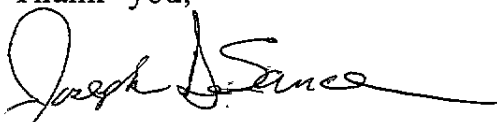
RE: ENGINE MANAGEMENT ALTERNATIVES, INC.

Dear Sir:

Enclosed herewith may be found the original and one copy of the Articles of Incorporation on the above referenced corporation together with my trust account check in the amount of \$122.50 to cover the costs of the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	<u>\$35.00</u>
Total	\$122.50

Thank you,


Joseph DeGance

JD:jd
Enc.

FILED
97 OCT 31 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER NOV 3 1997

**ARTICLES OF INCORPORATION
OF
ENGINE MANAGEMENT ALTERNATIVES, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation is: ENGINE MANAGEMENT ALTERNATIVES, INC. at 11293 N.W. 11 Court, Coral Springs, Florida 33071.

**ARTICLE II
DURATION**

This corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

This corporation is organized for all lawful purposes.

**ARTICLE IV
CAPITAL STOCK**

The corporation shall be authorized to have a maximum number of 200,000 shares of stock outstanding at any time. The shares shall consist of 100,000 class A voting common shares with no par value and 100,000 class B nonvoting common shares having no par value. Each class of shares shall be identical in all respects, except the class B nonvoting shares will carry no right to vote for the election of Directors of the corporation, and no right to vote on any matter presented to the shareholders for their vote or approval except only as the laws of the State of Florida require that voting rights be granted to such nonvoting shares.

SECTION 2. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding class A Common Shares.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICERS AND AGENT

The street address of the initial registered offices of this corporation is 11293 N.W. 11 Court, Coral Springs, Florida 33071 and the name of the initial registered agent of this corporation at that address is ROBERT C. PAGE. Said address of the Registered Officer and Agent are the same address as the Corporation.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than 1. The names and addresses of the initial directors of this corporation are:

ROBERT C. PAGE	President & Director
11293 N.W. 11 Court	
Coral Springs, Fla. 33071	

ARTICLE VIII

INCORPORATORS

The names and addresses of the persons signing these articles are:

ROBERT C. PAGE	President & Director
11293 N.W. 11 Court	
Coral Springs, Fla. 33071	

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X
MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI
ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

ARTICLE XIV
BEGINNING OF CORPORATE EXISTENCE

The date when corporate existence shall begin shall be upon filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of October, 1997.


SUBSCRIBER

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERT C. PAGE known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. He produced Fla. Driver's Licenses as identification.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our official seals, in the State and County aforesaid, this 29th day of October, 1997.


NOTARY PUBLIC

My Commission Expires:



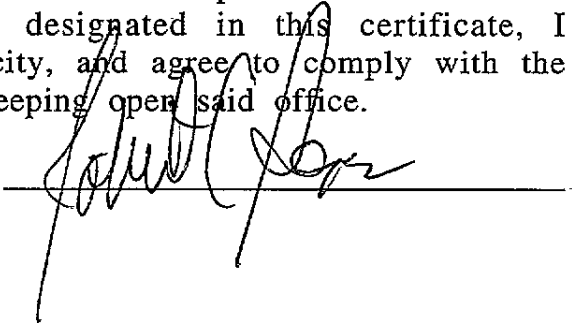
DESIGNATION OF RESIDENT AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST: That ENGINE MANAGEMENT ALTERNATIVES, INC, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Coral Springs, County of Broward, State of Florida, has named: ROBERT C. PAGE as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

A handwritten signature in black ink, appearing to read "Robert C. Page", is written over a horizontal line.

THIS INSTRUMENT PREPARED BY:
JOSEPH DeGANCE, ESQUIRE
3471 N. Federal Hwy. #601
Ft. Lauderdale, Fla. 33306

FILED
97 OCT 31 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA