

P970000 98634

TRANSMITTAL LETTER

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

SUBJECT: AMERICAN DIESEL MOTORS, INC.

Enclosed is an original and one copy of the Articles of Incorporation and our check for \$70.00. Please return to us a stamped copy of the Articles.

Jimmy Dimitriou  
10435 SW 22 Street  
Miami, FL 33165  
(954) 270-6101

300002348389--5  
-11/17/97 -01038--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
97 NOV 17 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DMC 11/19/97

FILED

97 NOV 17 PM 12:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

AMERICAN DIESEL MOTORS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: AMERICAN DIESEL MOTORS, INC.

ARTICLE II

This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III

The corporation may engage in any activity of business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV

The number of shares of stock that this corporation is authorized to issue shall be: one-hundred (100) shares common, in one class only, each having a par value of one-dollar (\$1.00) per share.

The corporation shall have the power to amend these articles at any time to provide for different classes of stock and to provide provisions for the preferences, limitations, and relative rights in respect to the shares of each class of stock.

This corporation shall be without authority to approve any By-Laws or resolution that will sell or assign any stock of this corporation to any other firm, person, or corporation, except that the stock of this corporation can be sold or

transferred or assigned to any of the present charter members, or to this corporation.

#### ARTICLE V

The principal place of business and mailing address of this corporation shall be:

10435 SW 22 Street  
Miami, FL 33165

#### ARTICLE VI

The initial number of corporate directors shall be at least one (1) and not more than five (5). The number of directors may be raised or lowered by amendment of the by-laws of the corporation but shall in no case be less than one.

#### ARTICLE VII

The name and street address of the members of the first board of directors of this corporation are as follows:

Jimmy Dimitriou, President  
10435 SW 22 Street  
Miami, FL 33165

Bitzios Dimitrios, Vice-President  
10435 SW 22 Street  
Miami, FL 33165

#### ARTICLE VIII

The name and street address of the incorporator to these Articles of Incorporation is:

Jimmy Dimitriou, President  
10435 SW 22 Street  
Miami, FL 33165

#### ARTICLE IX

The name and address of the first officers of this corporation are as follows:

Jimmy Dimitriou, President  
10435 SW 22 Street  
Miami, FL 33165

Bitzios Dimitrios, Vice -President  
10435 SW 22 Street  
Miami, FL 33165

ARTICLE X

The name and address of the first subscribers to the capital stock of this corporation are as follows:

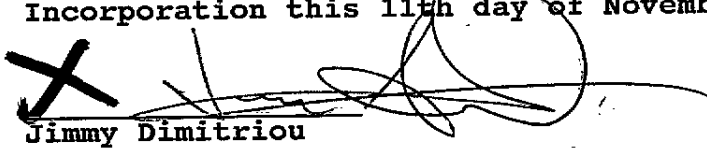
<u>Name and Address</u>	<u>Amount</u>	<u>Number of Shares</u>
Jimmy Dimitriou 10435 SW 22 Street Miami, FL 33165	\$ 50.00	Fifty (50)
Bitzios Dimitrios 10435 SW 22 Street Miami, FL 33165	50.00	Fifty (50)

ARTICLE XI

The name and address of the registered agent of this corporation is:

Jimmy Dimitriou  
10435 SW 22 Street  
Miami, FL 33165

The undersigned incorporator has executed these Articles of Incorporation this 11th day of November 1997.

  
Jimmy Dimitriou  
President  
10435 SW 22 Street  
Miami, FL 33165

**FILED**

97 NOV 17 PM 12:46

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: AMERICAN DIESEL MOTORS, INC.

2. The name and address of the registered agent and office is:

Jimmy Dimitriou  
10435 SW 22 Street  
Miami, FL 33165

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

A handwritten signature in black ink, appearing to read 'Jimmy Dimitriou', is written over a horizontal line. The signature is stylized and cursive.

DATE: November 11th, 1997.