

Law office of
CHRIS MANCINO

P.O. Box 767
Fort Lauderdale, Florida 33302

(54) 779-1919

P970000108920

December 29, 1997

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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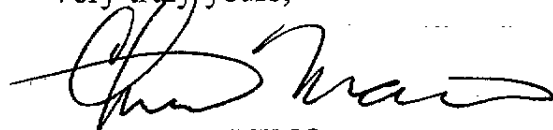
RE: DIMENSION MOTORS, Inc.

Dear Sir:

Enclosed herewith please find an original and one copy of Articles of Incorporation in connection with the above. Also enclosed please find my check, payable to your order, in the amount of \$122.50. Please file the Articles of Incorporation and furnish me with a certified copy of the Articles.

Thank you for your cooperation.

Very truly yours,


CHRIS MANCINO

CM/jm
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 30 AM 7:00

FILED

6/12/97
2/13/97
2/13/97

ARTICLES OF INCORPORATION
OF
DIMENSION MOTORS, INC.

FILED
97 DEC 30 AM 7:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, jointly and severally agree with each other to associate ourselves and our successors together as a corporation for profit under the laws of the State of Florida, and do hereby subscribe, acknowledge and file in the Office of the Secretary of State of the State of Florida, the following Articles of Incorporation.

ARTICLE I

The corporate name shall be DIMENSION MOTORS, INC.

ARTICLE II

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

ARTICLE III

1. The number of shares of authorized capital stock in this corporation shall be 500 shares of common stock with par value per share of one dollar (\$1.00).

2. The capital stock may be paid for in property, labor, services or cash, at a just valuation to be fixed by the stockholders. All of such stock shall be fully paid and non-assessable.

ARTICLE IV

The amount of capital stock with which this corporation will begin business shall not be less than \$500.00.

ARTICLE V

The term for which this corporation shall exist shall be perpetual.

ARTICLE VI

The principal office of the corporation shall be at 2301 N.W. 87th Avenue, Sunrise FL 33322. This corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall from time to time render necessary and/or desirable. The board of directors may from time to time move the principal office to any other address or place in Florida.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time according to the by-laws of this corporation, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
SUBASH SINGH	2301 N.W. 87th Avenue Sunrise, FL 33322

ARTICLE VIII

The shareholders of this corporation shall be entitled to remove any director from office during his term, except upon a showing of cause for removal.

ARTICLE IX

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

ARTICLE X

The holders of common shares shall have preemptive rights to purchase any shares of the corporation hereafter issued or any securities exchangeable for or convertible into such shares or any warrants or instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares in proportion to their then present holdings of common stock prior to said shares of such other instrument(s) being offered to any other person or entity. Any shares offered to shareholders under their preemptive rights and not purchased may then be sold by the corporation in any other manner permitted by law.

ARTICLE XI

The names and addresses of the initial subscriber hereto, who is to conduct the business of the corporation until those elected at the organizational meeting is:

NAME

ADDRESS

CHRIS MANCINO

P.O. Box 167
Fort Lauderdale, FL 33302

ARTICLE XII

The initial registered office shall be at 301 East Las Olas Boulevard, Sixth Floor, Fort Lauderdale, FL 33301, and the initial registered agent at the same address shall be: CHRIS MANCINO.


A handwritten signature in black ink, appearing to read "Chris Mancino", written over a horizontal line.

CHRIS MANCINO, Initial Subscriber

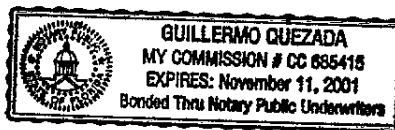
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared CHRIS MANCINO, to me well known and known to me to be the person who executed the foregoing Articles of Incorporation, and he has acknowledged to and before me that he has executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal at Fort Lauderdale, Broward County, Florida, this 24th day of December, 1997.



Notary Public, State of Florida

My Commission Expires: 11/11/2001



ACCEPTANCE BY REGISTERED AGENT

I, CHRIS MANCINO, having been named to accept service of process for the above stated corporation, at a place designated in this Certificate, I hereby accept said designation as Registered Agent, and agree to comply with the provisions of law relative to keeping said office open.


Registered Agent

FILED
97 DEC 30 AM 7:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA