

P98000023236

1:38 PM
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
(((H98000004793 9)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PM MOTORS, INC.

AUDIT NUMBER.....H98000004793

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:17:22

FILED

98 MAR 12 AM 8:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

400-3/12/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 11, 1998

EMPIRE

SUBJECT: PM MOTORS, INC.
REF: W98000005466

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article 6 states there will be 1 director(s), whereas NONE is/are listed.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document SpecialistFAX Aud. #: H98000004793
Letter Number: 098A00013326

H980000004793

FILED

98 MAR 12 AM 8:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

⑤

ARTICLES OF INCORPORATION
OF

PM MOTORS, INC.

ARTICLE I. NAME

The name of this Corporation is PM MOTORS, INC.

ARTICLE II. DURATION

This Corporation shall be perpetual commencing with the filing of these Articles.

ARTICLE III. PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business, for which corporations may be organized to transact under Chapter 607, Florida General Corporation Act, including, but not limited to:

A. Pursue its purposes and business in any and all locations, foreign or domestic.

B. Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida, including specifically but without limitation the holding, origination of, brokerage of, joint venturing relating to commercial paper, obligations, securities and other financial investments, and mortgages.

C. Buy and sell real and personal property of any nature whatsoever.

D. Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.

E. Import and export wares, goods and merchandise of any nature whatsoever.

F. Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.

G. Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the Corporation and for any other lawful purpose.

NOTE: Prepared by: Kenneth M. Meyer, P.A., Attorney at Law
300 S. Pine Island Road, Suite 261, Plantation, Florida 33324
Telephone: (954) 382-1545: Fla. Bar No. 322806

H980000004793

H980000 04793

H. Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.

I. Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.

J. Enter into any and all types of agreements, contracts, negotiations and be involved in any and all matters relating to the purchase, sale and trading of automobiles and automotive parts and components, with the principal volume, being at least 51% of the business activity of said business relating to business transpiring between persons, business organizations or other entities in France and the United States with the remaining percentage of the business activities relating to such activities between persons, business organizations and other entities in the United States or from, or with or between persons, business organizations or other entities located anywhere, unless otherwise precluded by applicable law, treaty or trade limitations in effect and governing the subject activities of the business.

K. Guarantee performance by any other person and/or entity.

In general, this Corporation may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue Five Thousand (5,000) shares of common stock at One (\$1.00) Dollar par value.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1 Las Olas Circle, Unit 1, Fort Lauderdale, Florida 33316, and the name of the initial registered agent of this Corporation at that address is Patrick Manent.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of the number of directors serving on the initial Board of Directors. The number of directors of the Corporation may be changed from the number of directors serving on the initial Board of Directors at any time by affirmative vote of a majority of the stockholders. The number of directors constituting the initial Board of Directors shall be one and the names and addresses of each person who are to serve as members thereof are as follows:

Patrick Manent
1 Las Olas Circle, Unit 605
Fort Lauderdale, Florida 33316

H98000000 4793

1498000004793

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles is:

Patrick Manent
1 Las Olas Circle, Unit 605
Fort Lauderdale, Florida 33316

The principal office of the Corporation is:

1 Las Olas Circle, Unit 605
Fort Lauderdale, Florida 33316

The mailing address for the Corporation is:

1 Las Olas Circle, Unit 605
Fort Lauderdale, Florida 33316

ARTICLE VIII. PREEMPTIVE RIGHTS OF STOCKHOLDERS

Every stockholder upon the sale for cash of any new stock, shall have the right to purchase his or her pro rata share thereof, at the price at which it is offered to others.

ARTICLE IX. REMOVAL OF DIRECTORS

Any or all directors may be removed in accordance with provisions of Section 607.0808 Florida Statutes.

ARTICLE X. EXECUTIVE COMMITTEES

The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may be designate from among its members, an executive committee and one or more committees, each of which to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors, except such acts set forth in Section 607.0825, Florida Statutes.

ARTICLE XI. ACTION BY DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the directors or a committee thereof, may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all of the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board of Directors or of the committee. Such consent shall have the same effect as a unanimous vote.

H980000004793
3

H98000004793

FILED
98 MAR 12 AM 8:40
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time in accordance with the provisions of Section 607.1002, Florida Statutes.

ARTICLE XIII. GENERAL POWERS

This Corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including, but not limited to, all of those powers enumerated and set forth in Section 607.0302, Florida Statutes.

ARTICLE XIV. OFFICERS

The officers of this Corporation shall consist of a president, secretary and a treasurer, each of whom shall be elected by the Board of Directors in the manner and at the time prescribed in the By-Laws of this Corporation. Such other officers, including specifically, but without limitation, a vice president and assistant officers and agents, as may be deemed necessary, may be elected or appointed by the Board of Directors or chosen in such other manner as may be prescribed by the By-Laws. Any two or more offices may be held by the same person.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of February, 1998.


Patrick Manent

In pursuance of Chapter 607.34 of the Florida Statutes, the following is submitted in compliance with said Act:

First: PM MOTORS, INC.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, County of Broward, State of Florida has named Patrick Manent, Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated 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.


Patrick Manent, Registered Agent

H98000004793