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June 26, 1998

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-06/29/98-01120-014  
\*\*\*\*122.50 \*\*\*\*122.50

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

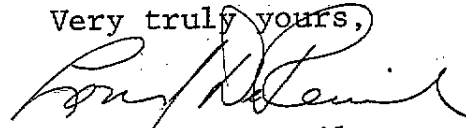
Re: PHOENIX MOTORS, INC.  
Incorporation

Dear Sirs:

Enclosed is an original and one (1) copy of the Articles  
of Incorporation for filing with the Department of State.

Also enclosed is a check in the amount of \$122.50 to  
cover the filing fee and Certified copy.

Very truly yours,

  
Louis J. DeReuil

LJD/ems

Enclosures

cc: K. Kelley

FILED  
98 JUN 29 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

QK 7-1-98

ARTICLES OF INCORPORATION  
OF  
PHOENIX MOTORS, INC.

FILED  
98 JUN 29 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be PHOENIX MOTORS, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE V

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative,

investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act..

#### ARTICLE VI

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act. (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

#### ARTICLE VII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE VIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose name and addresses are as follows:

John F. Kelley	4720 NE 28th Ave. Ft. Lauderdale, FL 33308
Kevin P. Kelley	3604 NW 84th Ave. Coral Springs, FL 33065

#### ARTICLE IX

The initial registered agent of the corporation is Kevin P. Kelley. The street address of the corporation's initial

registered office is 827 S. State Road 7, North Lauderdale,  
FL 33068.

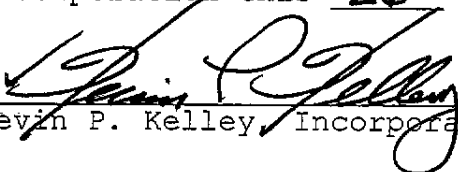
#### ARTICLE X

The principal place of business and mailing address of this corporation shall be: 827 S. State Road 7, North Lauderdale, FL 33068.

#### ARTICLE XI

The name and address of the incorporator to these Article of Incorporation is Kevin P. Kelley, 827 S. State Road 7, North Lauderdale, FL 33068.

The undersigned incorporator has executed these Articles of Incorporation this 26 day of JUNE, 1998.

  
Kevin P. Kelley, Incorporator

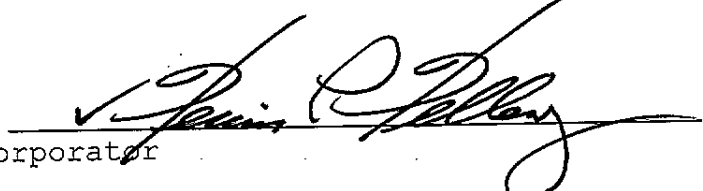
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under 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: PHOENIX MOTORS, INC.
2. The name and address of the registered agent and office is:

Kevin P. Kelley      827 S. State Road 7  
North Lauderdale, FL 33068

Date:

Signature: 

Title: Incorporator

CONSENT TO SERVE AS REGISTERED AGENT  
FOR  
PHOENIX MOTORS, INC.

FILED  
98 JUN 29 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date:

  
Signature of Registered Agent