

11/03/98

P98000093502

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

4:09 PM

((H98000020489 4))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: DIESEL POWER OF NORTH AMERICA, INC.

AUDIT NUMBER.....H98000020489

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

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

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

CAPS Connect: 00:14:28

FILED

98 NOV -4 AM 11:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 4, 1998

EMPIRE

SUBJECT: DIESEL POWER OF NORTH AMERICA, INC.
REF: W98000024954

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.

The registered agent and street address must be consistent wherever it appears in your document.

Article VI states there will be ONE director(s), whereas TWO is/are listed.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburg
Document Specialist

FAX Aud. #: H98000020489
Letter Number: 598A00053708

498000020489

FILED

ARTICLES OF INCORPORATION

98 NOV -4 AM 11: 00

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIESEL POWER OF NORTH AMERICA, INC.

The undersigned, acting as incorporator of **DIESEL POWER OF NORTH AMERICA, INC.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME AND PRINCIPAL CORPORATE ADDRESS

The name of the Corporation is:

DIESEL POWER OF NORTH AMERICA, INC.

The principal corporate address of this Corporation is:

**5560 N.W. 34TH Avenue
Miami, Florida 33166**

ARTICLE II

NATURE OF BUSINESS

The general purpose or purposes for which this Corporation is organized is to transact any or all lawful business for which a corporation may be incorporated under Chapter 607, Florida Statutes, including but not limited to interior decorating.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

This Instrument Was
Prepared by:

Joaquin N. Fernandez, Esq.
495 Biltmore Way, Suite 206
Coral Gables, Florida 33134
Tel: (305) 441-0333
Florida Bar No. 229180

498000020489

498000020489

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

5560 N.W. 84th Avenue
Miami, Florida 33166

The name of the initial registered agent of this Corporation at that address shall be:

Albert Gaulion

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be executed by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have ~~one~~^{two} (2) director(s) initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII
DIRECTORS AND OFFICERS
NAMES AND STREET ADDRESSES

The names and street addresses of the members of the First Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

NAME

Juan Jose Divourt
President

Albert Gaulion
Vice President

STREET ADDRESS

5560 N.W. 84th Avenue
Miami, Florida 33166

5560 N.W. 84th Avenue
Miami, Florida 33166

This Instrument Was
Prepared by:

Joaquin N. Fernandez, Esq.
495 Biltmore Way, Suite 206
Coral Gables, Florida 33134
Tel: (305) 441-0333
Florida Bar No. 229180

498000020489

498000020489

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

NAME

Albert Gaülion

STREET ADDRESS

5560 N.W. 84th Avenue
Miami, Florida 33166

ARTICLE IX
SPECIAL PROVISIONS

The Corporation shall have all corporate powers permitted under the laws of the United States and of the State of Florida. The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are adopted as part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable security conditions upon issuance of new certificates for lost certificates.

3. The original incorporators of the corporation shall have the right upon its organization to assign and deliver their subscriptions of stock as set forth in Article VIII to any other person, or to firms or corporations who become subscribers to the capital stock of the Corporation. Upon acceptance of such assignment, such assignees shall stand in lieu of the original incorporators and assume and carry out all rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and to execution of the necessary instruments of assignments.

4. In the absence of fraud, no contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that one or more directors of the Corporation are interested in or are directors or officers of such other corporation. In the absence of fraud, no contract, act or transaction of the corporation with any person, or persons, firms or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation. Each person who becomes a director of the Corporation is relieved from any liability that otherwise might exist from contracting

This Instrument Was
Prepared by:

Joaquin N. Fernandez, Esq.
495 Biltmore Way, Suite 206
Coral Gables, Florida 33134
Tel: (305) 441-0333
Florida Bar No. 229180

498000020489

498000020489

with the corporation for the benefit of himself or any firm, association or corporation in which he otherwise may be interested in the absence of fraud. Any director of the Corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

5. The Corporation shall indemnify any and all of its present and past directors and officers and any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with defense of any action, suit or proceeding in which they or any of them has been made parties or a party by reason of having been or being directors or officers or a director or officer of the Corporation or of such other corporation, except in relation to matters as to which any such present or past director or officer or person shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of duty. Such indemnification, however, shall not extend to or include indemnification for liabilities arising under the Securities Act of 1993 as amended.

6. By affirmative vote of a majority of the directors then in office and irrespective of any personal interest of any of its members, the Board of Directors shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, and otherwise. In addition to the authority to establish salaries, the authority vested in the Board of Directors by this Paragraph 6 shall include the authority to establish the payment of bonuses, stock options, pensions and profit sharing plans.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of October, 1998.


INCORPORATOR

STATE OF FLORIDA)
) §§
COUNTY OF DADE)

BEFORE ME, personally appeared ALBERTO GAULION to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely

This Instrument Was
Prepared by:

Joaquin N. Fernandez, Esq.
495 Biltmore Way, Suite 206
Coral Gables, Florida 33134
Tel: (305) 441-0333
Florida Bar No. 229180

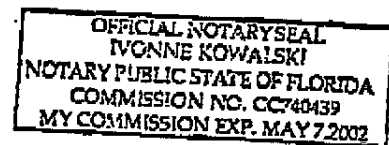
498000020489

and voluntarily acknowledged before me according to law that she made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the state and county aforesaid, this 30 day of October, 1998.

Ivonne Kowalski
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

Ivonne Kowalski
Printed Name
My Commission Expires



This Instrument Was
Prepared by:

Joaquin N. Fernandez, Esq.
495 Biltmore Way, Suite 206
Coral Gables, Florida 33134
Tel: (305) 441-0333
Florida Bar No. 229180

498000020489

+H8000020489

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, **DIESEL POWER OF NORTH AMERICA, INC.** having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 5560 N.W. 84th Avenue, Miami, Florida 33166, has named **ALBERTO GAULION**, located thereat as its registered agent to accept service of process within this State.

BY: 

INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

BY: 

ALBERTO GAULION
REGISTERED AGENT

FILED
98 NOV -4 AM 11:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

This Instrument Was
 Prepared by:

Joaquin N. Fernandez, Esq.
 495 Biltmore Way, Suite 206
 Coral Gables, Florida 33134
 Tel: (305) 441-0333
 Florida Bar No. 229180

+H8000020489