

11/10/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: TURBO POWER & DIESEL, INC.

AUDIT NUMBER.....H98000020937

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

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TURBO POWER & DIESEL, INC.

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

ARTICLE I NAME

The name of the corporation shall be: **TURBO POWER & DIESEL, INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
7907 N.W. 66th Street
Miami, FL 33166

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 500 (Five Hundred) at \$1.00 Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

CARMEN N. MARTIN
7907 NW 66th St.
MIAMI, FL 33166

MARCOS A. GUERRA CPA, P.A.
3663 S.W. 8th STREET SUITE 210
MIAMI, FLORIDA 33135
PH: 447-1428 FAX: 447-5289

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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

ISAAC P. RODRIGUEZ	- PRESIDENT	-	7907 NW 66th Street MIAMI, FL 33166
CARMEN N. MARTIN	- TREASURER	-	7907 NW 66th Street MIAMI, FL 33166
EMILIO SANCHEZ	- SECRETARY	-	7907 NW 66th Street MIAMI, FL 33166

The undersigned has(have) executed these Articles of Incorporation this

10 day of NOVEMBER, 19 98



Signature/Title ISAAC P. RODRIGUEZ/PRES.



Signature/Title CARMEN N. MARTIN/TREASURER

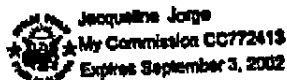


Signature/Title EMILIO SANCHEZ/SECRETARY

STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED AND SWORN TO BEFORE
ME THIS 10 DAY OF NOVEMBER, 19 98 BY ISAAC P. RODRIGUEZ, CARMEN N.
MARTIN & EMILIO SANCHEZ OF TURBO POWER & DIESEL, INC. OF MIAMI, FLORIDA



NOTARY PUBLIC.



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: TURBO POWER & DIESEL, INC.

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

GARMEN N. MARTIN

(NAME)

7907 NW 66th Street

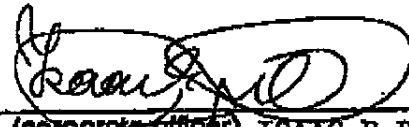
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SIGNATURE



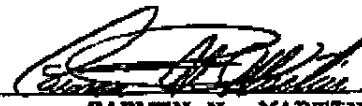
(Corporate Officer) ISAAC P. RODRIGUEZ

TITLE PRESIDENT

DATE NOVEMBER 10, 1998

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



GARMEN N. MARTIN

DATE NOVEMBER 10, 1998

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