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Florida Department of State

Division of Corporations

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Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
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Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

PROTOHYPE GEAR, INC.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 23, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: PROTOHYPE GEAR INC.
REF: W98000026299

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 name of the entity must be identical throughout the document.

THE NOTARY'S ACKNOWLEDGEMENT DATE NEEDS TO BE CHANGED TO THE 19TH INSTEAD OF THE 29TH, AS THE 29TH IS NEXT WEEK. ALSO, THE PRINCIPAL OFFICE NEEDS TO BE IDENTICAL WHEREVER IT APPEARS. PLEASE COMPARE ARTICLE II WITH THE PRINCIPAL OFFICE ADDRESS ON THE CERTIFICATE.

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

Tracy Augsburger
Document Specialist

FAX Aud. #: E98000021826
Letter Number: 898A00055953

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

PROTOTYPE GEAR, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

PROTOTYPE GEAR, INC.

The name of the corporation is hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 12615 W. DIXIE HIGHWAY, NORTH MIAMI, FL 33161.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue ONE MILLION (1,000,000) shares of common stock with no par value. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 12615 W. DIXIE HIGHWAY, NORTH MIAMI, FL 33161, and the registered agent at that office is RODNEY SALNAVE.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

RODNEY SALNAVE
12615 W. DIXIE HIGHWAY
Miami, FL 33161

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

RODNEY SALNAVE
12615 W. DIKE HIGHWAY
Miami, FL 33161

IN WITNESS WHEREOF, I, RODNEY SALNAVE, the undersigned incorporator, have signed these Articles of Incorporation on this 19 day of NOVEMBER, 1998, and acknowledged the same to be my act.

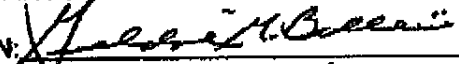

RODNEY SALNAVE

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19 day of November, 1998 by RODNEY SALNAVE, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: 

PRINT: Gerardo Mateo Bello
STATE OF FLORIDA AT LARGE



Gerardo Mateo Bello
My Commission OC677001
Expires Aug. 18, 2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First-That PROTOHYPE GEAR, INC., desiring to organize under the laws of the State of Florida with its principal office at 12615 W. DIXIE W. DIXIE HIGHWAY, as indicated in the Articles of Incorporation at City of NORTH MIAMI, County of MIAMI DADE, State of Florida, has named RODNEY SALNAVE, at 12615 W. DIXIE HIGHWAY, in the City of NORTH MIAMI, County of MIAMI DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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.

BY: 
RODNEY SALNAVE

DATE: 11/19/98

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TALLAHASSEE, FLORIDA