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SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD

ATTORNEYS AND COUNSELORS AT LAW

500 FLEMING STREET

POST OFFICE BOX 1900

KEY WEST, FLORIDA 33041-1900

JOHN M. SPOTTSWOOD, JR.

WILLIAM B. SPOTTSWOOD

OF COUNSEL:

JOHN M. SPOTTSWOOD (1920-1975)

TELEPHONE

305 - 294 - 9556

TELECOPIER

305 - 292 - 1982

January 26, 1999

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

500002756085--8
-01/27/99--01037--016
*****78.75 *****78.75

RE: Electric Cars of Key West, Inc.

Dear Sir:

Enclosed you will find the original and one copy of the Articles of Incorporation on the above referenced for filing with your office. I have also enclosed my check in the amount of \$78.75 as payment for the filing fee and a certified copy of the Articles. If I can be of any further assistance to you concerning this matter, please call me or my secretary, Jo Tickle.

Thanking you for your assistance with this matter, I am,

Sincerely,

JOHN M. SPOTTSWOOD, JR.

JMSjr/jo

Enclosures

Sent Federal Express

FILED
99 JAN 27 PM 3:43
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ajc
1/29

ARTICLES OF INCORPORATION

- FIRST:** The name of this corporation is: ELECTRIC CARS OF KEY WEST, INC.
- SECOND:** This corporation is organized for the purpose of transacting any and all lawful business for which the corporation may be formed under Chapter 607 of the Florida Statutes.
- THIRD:** This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH:** The name and address of the initial registered agent of this corporation is: VERN JOHNSON, 3420 NORTH ROOSEVELT BOULEVARD, KEY WEST, FL 33040.
- FIFTH:** The name and address of the initial director is: JERRY JOHNSON, whose address is 3420 NORTH ROOSEVELT BOULEVARD, Key West, FL 33040. The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.
- SIXTH:** The name and address of the incorporator of this corporation is: JERRY JOHNSON, whose address is 3420 NORTH ROOSEVELT BOULEVARD, Key West, FL 33040.
- SEVENTH:** This corporation shall indemnify its officers, directors, employees and agent to the full extent permitted by law.
- EIGHTH:** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.
- NINTH:** The address of the corporation is 3420 NORTH ROOSEVELT BOULEVARD, Key West, FL 33040.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of January, 1999.

Incorporator:

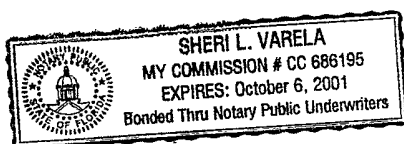

JERRY JOHNSON

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 20th day of January, 1999, by JERRY JOHNSON, who is personally known to me or who has produced WYOMING IC 105938-385 as identification.

Sheri L. Varela
NOTARY PUBLIC



Sheri L. Varela
Printed Name of Notary Public

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appoint as registered agent contained in the foregoing Articles of Incorporation.

Vern Johnson
VERN JOHNSON

FILED
99 JAN 27 PM 3:43
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA