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JEFFREY S. GEROW, P.A.
ATTORNEY AT LAW

4800 NORTH FEDERAL HIGHWAY
SUITE 307B
BOCA RATON, FLORIDA 33431
(561) 750-6770 TELEPHONE
(561) 395-0282 FACSIMILE

February 18, 1999

Secretary of State
Division of Corporations
New Filings Section
409 East Gaines Street
Tallahassee, Florida 32301

RE: Engine Acquisitions Limited, Inc.


Gentlemen:

With reference to the above matter enclosed please find two (2) signed original Articles of Incorporation for Engine Acquisitions Limited, Inc., along with my check in the amount of \$78.50 to cover the various filing fees.

Once the Articles of Incorporation have been recorded please return same to me in the self addressed stamped envelope provided for your convenience.

Should you have any questions in this regard please do not hesitate to contact me.

Very truly yours,


Jeffrey S. Gerow

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JSG:cag

Enclosure

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
99 FEB 23 AM 10:16

R. Purinton FEB 25 1999

FILED
CLERK OF DISTRICT COURT
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
ENGINE ACQUISITIONS LIMITED, INC.

99 FEB 23 AM 10:16

THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is: Engine Acquisitions Limited, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The Corporation shall have the authority to issue 1,000 shares of common stock, all of one class, at one dollar par value.

ARTICLE V

The address of the initial registered office of the corporation is 4800 N. Federal Highway, Suite 307B, Boca Raton, Florida 33431 and the name of its registered agent at said address is Jeffrey S. Gerow, Esquire. The initial address for the corporation shall be 979 S.W. 19th Street, Boca Raton, Florida 33486.

ARTICLE VI

The number of directors constituting its initial board of directors is one (1), whose name and address is:

Gregory Flynn
979 S.W. 19th Street
Boca Raton, Florida 33486

ARTICLE VII

The name and address of the incorporator is:

Gregory Flynn
979 S.W. 19th Street
Boca Raton, Florida 33486

ARTICLE VIII

Preemptive rights shall be as follows:

The shareholders shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of stock as may be issued from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of common stock currently authorized and issued.

ARTICLE IX

Unless otherwise provided in the corporation's Bylaws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

ARTICLE X

The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, I have subscribed my name this 18th day of February, 1999.

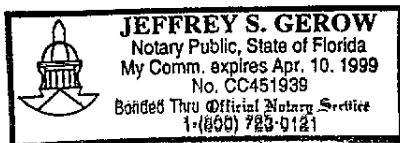



GREGORY FLYNN

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared **Gregory Flynn**, who to me is well known to be the person described in and who subscribed the above articles of incorporation and produced Driver's License as identification and freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton in said county and state this 18th day of February, 1999.





PRINTED NAME: Jeffrey S. Gerow
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES:

ACKNOWLEDGEMENT

Having been named to accept service of process for this corporation, at the place designated in Article V, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.


JEFFREY S. GEROW

FILED
CLERK OF COURT
99 FEB 23 AM 10:16