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Florida Department of State
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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

HELIO MOTORS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION OF
HELIO MOTORS, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of the corporation shall be, HELIO MOTORS, INC.

ARTICLE II

The general nature of the business shall be automotive sales and all other acts authorized by law.

ARTICLE III

This corporation shall have a perpetual term of existence.

ARTICLE IV

The initial street address of said corporation shall be 1053 N.E. 44th Court, Fort Lauderdale, Florida 33334, with the privilege of having its office and branch offices at other places within or without the State of Florida.

ARTICLE V

The name and address of the incorporator is AMIR BOCTOR, 18151 N.E. 31st Court, PH-215, Miami, Florida 33160-2663.

ARTICLE VI

The number of Directors of this corporation shall be not less than one (1) nor more than ten (10), and the initial Board of Directors of this corporation shall be comprised of two (2) member.

ARTICLE VII

The name and street address of the persons who are appointed to act as Director until the first annual meeting of the stockholders or until a successor is elected and shall qualify is AMIR BOCTOR, 18151 N.E. 31st Court, PH-215, Miami, Florida 33160-2663.

ARTICLE VIII

The name and address of the initial officer/president of this corporation is ADEL ABDELWAHAB, 1053 N.E. 44th Court, Fort Lauderdale, Florida 33334, Miami, Florida 33131.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

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ARTICLE X

The maximum number of shares which the corporation shall have the authority to issue is One Thousand (1000) shares of common stock with a par value of fifty (\$0.50) Cents each. The minimum amount of consideration to be received by the corporation for its shares before it shall commence business is Five Hundred (\$500.00) Dollars in cash or property equivalent value.

ARTICLE XI

The address of the registered office of this corporation shall be 1053 N.E. 44th Court, Ft. Lauderdale, Florida 33334. The corporation has designated as its Registered Agent, ADEL ABDELWAHAB, who is a resident of the State of Florida, and whose business office is the same as that of the registered office.

ARTICLE XI

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such person or his legal representative may be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, we, the undersigned, being each of the original subscribers to the capital stock hereinabove named, and for the purpose of forming a corporation pursuant to the corporation law of the State of Florida do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set our hands and seals at Miami, Dade County, Florida, this 30 day of November, 1999.

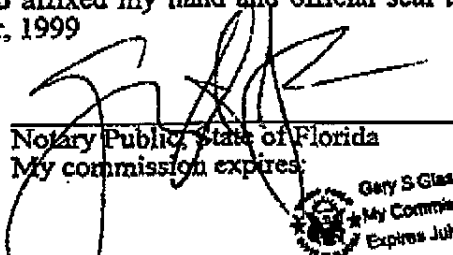

AMIR BOCTOR, Incorporator


STATE OF FLORIDA]
COUNTY OF DADE]

BEFORE ME, the undersigned authority, personally appeared AMIR BOCTOR, to me well known and known to me to be the individual described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this 30 day of November, 1999

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Notary Public, State of Florida
My commission expires:

 Gary S. Glasner
My Commission CG846732
Expires July 23, 2003

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ACKNOWLEDGMENT

Having been named as Registered Agent for the above-stated corporation at the place designated in these Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of all applicable statutes relative to keeping open said office.

DATED, this the 30 day of November, 1999

REGISTERED AGENT

By: 
~~A~~

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TALLAHASSEE, FLORIDA

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