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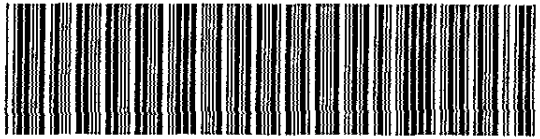
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SAAVEDRA, PELOSI, GOODWIN & HERMANN

ATTORNEYS AT LAW

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NOT A PARTNERSHIP
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WASHINGTON, D.C., BAR

° MEMBER OF THE FLORIDA BAR
WASHINGTON, D.C. BAR, AND
CONNECTICUT BAR
♦ MEMBER OF THE CONNECTICUT BAR

September 19, 2003

VIA FEDEX

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Fair Play Parts, LLC, a Florida limited liability company

Dear Sir/Madam:

Enclosed please find an original and duplicate copy of the Articles of Organization of this proposed limited liability company.

The duplicate copy has been subscribed and acknowledged by the sole subscriber in the same manner as the original. Please file the Articles of Organization immediately; obtain a certified copy of same and forward to my office, in the enclosed FedEx envelope, for our files .

A check is also enclosed to cover the \$125.00 filing fee and \$30.00 certified copy fee, for a total of \$155.00.

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Thank you for your assistance in this matter.

Sincerely,

SAAVEDRA, PELOSI, GOODWIN & HERMANN

Damaso W. Saavedra

Damaso W. Saavedra, Esq.

DWS/lrb

Enclosures

cc: Mr. Alain Vleminckx (w/enclosures)

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SAAVEDRA, PELOSI, GOODWIN & HERMANN

ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
FAIR PLAY PARTS, LLC

Article II. Address

The Company's street and mailing address is:
312 S.E. 17th Street, Second Floor
Fort Lauderdale, Florida 33316

Article III. Registered Agent

The name and street address of the Company's registered agent is:

Damaso W. Saavedra, Esq.
Saavedra, Pelosi, Goodwin & Hermann
312 S.E. 17th Street, Second Floor
Fort Lauderdale, Florida 33316

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Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article V. Management

This will be a manager-managed company. The name and address of each manager is:

Mr. Todd S. Bingham
2300 Philp Road
Bad Axe, Michigan, 48413

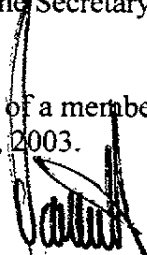
Mr. Pierre Cloutier, C.A.
110, De La Barre, Suite 1808
Longueuil (Quebec) Canada J4K 1A3

Damaso W. Saavedra, Esq.
Saavedra, Pelosi, Goodwin & Hermann
312 S.E. 17th Street, 2nd Floor
Ft. Lauderdale, Florida 33316
(954) 767-6333

Article VI. Company Existence

The Company's existence shall begin effective the date when these Articles of Organization are received in the office of the Secretary of State.

The undersigned authorized representative of a member executed these Articles of Organization this 10th day of September, 2003.

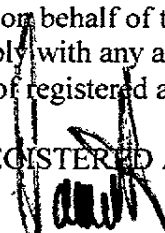


Damaso W. Saavedra
Attorney-In-Fact

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for Fair Play Parts, LLC, a Florida limited liability company, in the foregoing Articles of Organization of Fair Play Parts, LLC, I hereby agree to act in that capacity, and, on behalf of the Company, to accept service of process for the Company and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



Damaso W. Saavedra, Esq.

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