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TRANSMITTAL LETTER

**TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS**

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-12/19/00--01080--003
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SUBJECT: UNITED CLUTCHES AND BRAKES CORP.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Roberto F. Fleitas

(Name of Person)

Fleitas & Bujan

(Firm/Company)

782 N.W. LeJeune Road, Suite 530

(Address)

Miami, Florida 33126

(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Roberto E. Fleitas

(Name of Person)

at (305) 442-1439

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:


Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

00 DEC 19 AM 11:00

SECRETARY OF STATE
DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. United Clutches & Brakes Corp.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New Jersey
(State or country under the law of which it is incorporated)
3. 22-3628311
(FEI number, if applicable)
4. December 3, 1998
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. December 1, 2001
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 10099 N.W. 89 Ave., Bay #2
Medley, Florida 33178
(Current mailing address)
8. Any activity within the purposes for which corporations may be organized under the
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
New Jersey Business Corporation Act
9. Name and street address of Florida registered agent:
Name: Jesus P. Nodal
Office Address: 10099 N.W. 89 Ave., Bay #2
Medley, Florida, 33178
(Zip Code)
10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)
JESUS P. NODAL

... Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

00 DEC 19 AM 11:00

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS

12. Names and addresses of officers and/or directors:**A. DIRECTORS**

Chairman: Jesus P. Nodal
Address: 6270 W. Flagler St., #C7
Miami, Florida 33144

Vice Chairman: Luis M. Maleta
Address: 7113 W. 33 Lane
Hialeah, Florida 33016

Director: Jesus P. Nodal
Address: 6270 W. Flagler St., #C7
Miami, Florida 33144

Director: Luis M. Maleta
Address: 7113 W. 33 Lane
Hialeah, Florida 33016

B. OFFICERS

President: Jesus P. Nodal
Address: 6270 W. Flagler St., #C7
Miami, Florida 33144

Vice President: Luis M. Maleta
Address: 7113 W. 33 Lane
Hialeah, Florida 33016

Secretary: Jesus P. Nodal
Address: 6270 W. Flagler St., #C7
Miami, Florida 33144

Treasurer: Luis M. Maleta
Address: 7113 W. 33 Lane
Hialeah, Florida 33016

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JESUS P. NODAL
(Typed or printed name and capacity of person signing application)

*STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING*

UNITED CLUTHCES & BRAKES CORP.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on December 3, 1998.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

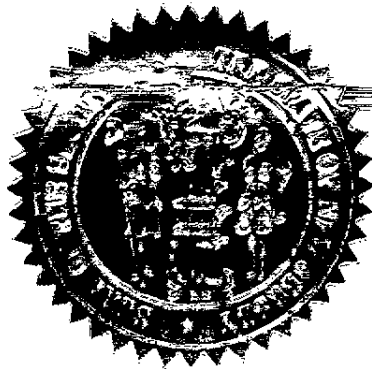
*I further certify that the registered agent and
registered office are:*

*Luis M Maleta
387-393 Jefferson Street
Newark, NJ 07101*

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

UNITED CLUTHCES & BRAKES CORP.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
30th day of November, 2000

Roland M Machold

Roland M Machold
Treasurer