

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L02000013138
FILED
May 30, 2002
Sec. Of State**

Article I

The name of the Limited Liability Company is:

QUALITY TORQUE CONVERTERS REMANUFACTURING, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

101 WEST JACKSON ST.
KISSIMMEE, FL. 34741

The mailing address of the Limited Liability Company is:

101 WEST JACKSON ST.
KISSIMMEE, FL. 34741

Article III

The name and Florida street address of the registered agent is:

JOSEPH R DAVISON
187 EAST CEDARWOOD CIRCLE
KISSIMMEE, FL. US 34743

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating 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 Signature: JOSEPH R. DAVISON

Article IV

The Limited Liability Company is a manager managed company

Article V

The name and address of members/managers are:

Title: MGR
JOSEPH R DAVISON
187 EAST CEDARWOOD CIRCLE
KISSIMMEE, FL. 34743

Title: MGR
BENITO HERNANDEZ
133 HONEYWOOD CT.
KISSIMMEE, FL. 34743

Title: MGR
GASTON SALAS
187 EAST CEDARWOOD CIRCLE
KISSIMMEE, FL. 34743

Article VI

ARTICLE I - NAME

The name of this Limited Liability Corporation will be
Torque Converters Remanufacturing, LLC

Article VII

ARTICLE II - DURATION

The LLC shall have perpetual duration.

Article VIII

ARTICLE III - PURPOSE

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

Article IX

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this LLC shall be 101 West
Jackson St. Kissimmee, Florida 34741,
and the initial registered agent of this LLC shall be
Joseph R. Davison, who upon accepting this designation
agrees to comply with the provisions of section 48.091,
Florida Statutes, as amended from time to time, with
respect to keeping an office open for service process.
The address of the LLC and the registered agent is
101 West Jackson St., Kissimmee, Florida 34741.

ARTICLE V - INITIAL BOARD OF DIRECTORS

SECTION 5.1 POWER OF THE BOARD OF DIRECTORS

The governing board of the LLC shall be Mr. Joseph Davison,
Mr. Benito Hernandez, and Mr. Gaston Salas, and known as the
Board of Directors. They may by resolution(s) passed by a
majority of the Board, designate one or more committees
which to the extent provided in said resolution(s) or in the
Bylaws, shall have and may exercise all powers of the
Board of Directors on the management of the activities and
affairs of the LLC, and may have power to authorize

Article IX (continued)

the seal of the LLC to be fixed to all papers which may require it; and such committee(s) shall have such name(s) as may be stated in the Bylaws of the LLC or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such Officers as the Bylaws may specify, who shall, subject and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter or repeal the Bylaws of this LLC or any article therein.

SECTION 5.2 NUMBER OF DIRECTORS

The number of directors may from time to time be increased or decreased in such a manner as shall be provided by the Bylaws of this LLC, providing that the number of Directors conforms to the Statutes of the LLC and the Laws of The State of Florida but in no case the number of Directors be less than one (1) or more than eight (8). The names and addresses of the Directors constituting the initial Board of Directors are:

Joseph R. Davison, President/Director 187 East Cedarwood Circle Kissimmee, Florida 34743.

Benito Hernandez, Secretary/Director 133 Honeywood Drive Kissimmee, Florida 34743.

Gaston Salas, Treasurer/Director 187 East Cedarwood Circle Kissimmee, Florida 34743.

Article X

ARTICLE VI - RIGHT OF INDEMNIFICATION

The LLC shall indemnify any person made a party to any action, suit or proceeding, whether Civil or Criminal, by reason of the fact that he, his testator or intestate is or was a Director, Officer or Employee of the Company, or of any Company which he served in such capacity at the request of the LLC, against the reasonable expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense of the action, suit or proceeding under the Securities Act of 1933 except payment of expenses incurred in the successful defense of this action suit or proceeding; in relation to matters as to which the Director, Officer, or Employee shall be adjudged in the action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the LLC or the Company of which he was a Director, Officer or Employee; or in relation to matters in such action, suit or proceeding that are settled or compromised. The right of indemnification conferred by this article shall not restrict the power of the LLC to make any indemnification permitted by law.

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Article XI

ARTICLE VII - SIGNATURE

The name and street address of the person signing these

Articles is:

Joseph R. Davison, President/Director 187 East Cedarwood Cir
Kissimmee, Florida 34743

Signature of member or an authorized representative of a member

Signature: JOSEPH R. DAVISON