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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**precision torque converters of south florida, l.l.c.**

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**ARTICLES OF ORGANIZATION OF PRECISION TORQUE  
CONVERTERS OF SOUTH FLORIDA, L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**§ I. NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be PRECISION TORQUE CONVERTERS OF SOUTH FLORIDA, L.L.C., and its principal office and mailing address shall be located at 10936 Wiles Road, Coral Springs, County of Broward, State of Florida, 33067, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**§ II. PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the

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provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any

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**§ VII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The office address of the initial registered agent of the limited liability company is 633 South Federal Highway, Suite 300A, Fort Lauderdale, Florida 33301, and the name of the company's initial registered agent at that address is Michael B. Manes.

The undersigned, being the authorized representative and attorney for the original member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of PRECISION TORQUE CONVERTERS OF SOUTH FLORIDA, LLC.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand for the uses and purposes herein stated this 10<sup>th</sup> day of December 2004.



Michael Manes, Esq.  
Authorized representative of:  
Charles DiGiovanni, Managing Member  
Steven Troy, Managing Member

I hereby accept my appointment as registered agent, and state that I am familiar with, and accept, the obligations of that position as provided for in chapter 608 Florida Statutes.



Michael B. Manes, Esq.  
Registered Agent

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