

P0000000053



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 534109 80523A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70

ORDER DATE : December 30, 1999

ORDER TIME : 1:34 PM

ORDER NO. : 534109-005

CUSTOMER NO: 80523A

800003085188-7

CUSTOMER: Ms. Eleanor Smith
DONAHOO BALL MCMENAMY &
DONAHOO BALL MCMENAMY &
2925 Barnett Center
50 North Laura Street
Jacksonville, FL 32202

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 30 AM 9:05

DOMESTIC FILING

NAME: AMERICAN POWERTRAIN & GEARS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 DEC 30 PM 2:38

RECEIVED

99 DEC 30 AM 9:05

ARTICLES OF INCORPORATION

OF

AMERICAN POWERTRAIN & GEARS, INC.

The undersigned incorporators to these Articles of Incorporation, hereby execute these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE 1.

NAME AND ADDRESS

The name and address of this corporation is AMERICAN POWERTRAIN & GEARS, INC., P.O. Box 11111-2A, San Jose Blvd., #271, Jacksonville, Florida 32223.

ARTICLE 2. DURATION

This corporation is to exist perpetually.

ARTICLE 3. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, 1997, as amended.

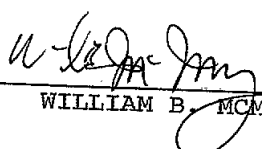
ARTICLE 4. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$ 1.00 par value voting stock which shall be designated common shares.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 50 North Laura Street, Suite 2925, Jacksonville, FL 32202, and the name of the initial registered agent is William B. McMenemy.

I hereby accept appointment as registered agent on behalf of AMERICAN POWERTRAIN & GEARS, INC.


WILLIAM B. MCMENAMY

ARTICLE 6. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially.

The name and address of the directors of this corporation are:

NAME

ADDRESS

Kevin L. Snead

P.O. Box 11111-2A
San Jose Blvd., #271
Jacksonville, FL 32223

Billy W. Brannon

P.O. Box 16702
Jacksonville, FL 32245

ARTICLE 7. INCORPORATORS

The name and post office address of the person signing these Articles is:

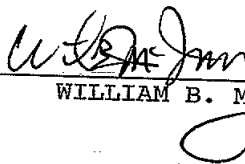
NAME

ADDRESS

William B. McMenemy

50 N. Laura Street, Suite 2925
Jacksonville, FL 32202

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 19TH day of December, 1999, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.



WILLIAM B. MCMENAMY

STATE OF FLORIDA
COUNTY OF DUVAL

SUBSCRIBED, SWORN AND ACKNOWLEDGED to before me by WILLIAM B. McMENAMY, who is (X) personally known to me or () has produced _____ as identification, this _____ day of _____, 1999.

Notary Public, State of
Florida at Large

(.....)
Print name below signature

My Commission Expires:

My Commission Number:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 30 AM 9:05