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March 22, 2000

**STATE OF FLORIDA**  
**DEPARTMENT OF STATE**  
Corporate Division  
George Firestone Building  
Post Office Box 6327  
Tallahassee, Florida 32314

100003183381--6  
-03/24/00--01084--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Attention: Secretary of State**

**Reference: Incorporation of BAVARIA TRANSMISSIONS CORPORATION**

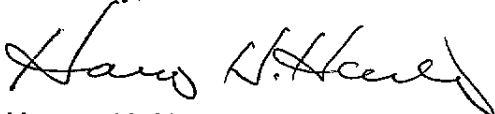
Dear Sir/Madam:

Enclosed for filing please find original and one copy of the Articles of Incorporation for the above referenced company and our check in the sum of \$78.75 for filing fee and certificate of status.

Please file the original and return a stamped copy. We have enclosed a prepared self addressed stamped envelope for your convenience.

Thank you for your prompt attention and assistance in this matter.

Sincerely,



Harvey H. Harling

HHH:ad  
Enclosures

FILED  
2000 MAR 24 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OH 3/29

FILED

2000 MAR 24 PM 2:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BAVARIA TRANSMISSIONS CORPORATION

ARTICLE 1 - NAME AND PRINCIPAL OFFICE

The name of this corporation is BAVARIA TRANSMISSIONS CORPORATION. The address of the principal office is 2530 N.W. 1<sup>ST</sup> Avenue Boca Raton, FL 33431.

ARTICLE 2 - DURATION

This corporation shall exist perpetually commencing on the date these articles are filed with the Department of State.

ARTICLE 3 - PURPOSE

This corporation is organized for the purpose of operating an automotive transmission business and for transacting any or all lawful business permitted by statute.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock having \$1.00 par value per share.

ARTICLE 5 - INITIAL REGISTERED AGENT

The street address of the initial registered agent of this corporation is 2530 N.W. 1<sup>ST</sup> Avenue Boca Raton, FL 33431 and the name of the initial registered agent of this corporation at that address is Eric A. Franke.

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

**Eric A. Franke**  
**2530 N.W. 1<sup>ST</sup> Avenue**  
**Boca Raton, FL 33431**

**ARTICLE 7 - FIRST BOARD OF DIRECTORS AND OFFICERS**

The name and street address of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

|  |                               |
|--|-------------------------------|
| <b>Eric A. Franke</b>                  | <b>President, Secretary</b>   |
| <b>2530 N.W. 1<sup>ST</sup> Avenue</b> | <b>Treasurer and Director</b> |
| <b>Boca Raton, FL 33431</b>            |                               |

**ARTICLE 8 - INCORPORATOR**

The name and address of the person signing these articles is:\_\_\_\_\_

**Eric A. Franke, 2530 N.W. 1<sup>ST</sup> Avenue Boca Raton, FL 33431.**

**ARTICLE 9 - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:\_\_\_\_\_

|                       |                    |
|-----------------------|--------------------|
| <b>Eric A. Franke</b> | <b>1000 Shares</b> |
|-----------------------|--------------------|

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within

which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. All unissued shares of stock must be granted with the unanimous approval, of the Board of Directors, prior to their issuance, if at all.

#### **ARTICLE 10 - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

#### **ARTICLE 11 - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### **ARTICLE 12 - INDEMNIFICATION**

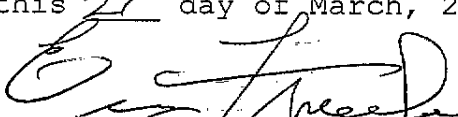
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE 13 - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation.

Any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber, has executed these Articles of Incorporation this 21 day of March, 2000.

  
ERIC A. FRANKE, INCORPORATOR

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21  
day of March, 2000 by **ERIC A. FRANKE**, who has produced Florida  
Driver's license as identification and who did take an oath.



HARVEY H. HARLING  
Notary Public - State of Florida  
Commission No.:  
My commission expires:




HARVEY H. HARLING  
COMMISSION # CC729506  
EXPIRES MAY 22, 2002  
BONDED THROUGH  
ADVANTAGE NOTARY OF FLORIDA

**CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE OF REGISTERED AGENT OF  
BAVARIA TRANSMISSIONS CORPORATION**

Pursuant to the provisions of section 607.0501, Florida  
Statutes, the undersigned corporation, organized under the laws of  
the State of Florida, submits the following statement in  
designating the registered office/registered agent, in the state of  
Florida.

1. The name of the corporation is: **BAVARIA TRANSMISSIONS  
CORPORATION.**

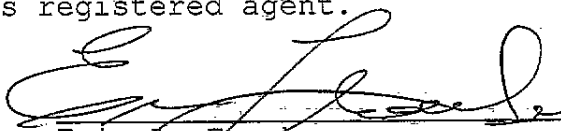
2. The name and address of the registered agent and office  
is: **ERIC A. FRANKE, 2530 N.W. 1<sup>ST</sup> Avenue Boca Raton, FL 33431.**



Eric A. Franke, Director

Dated: 3/21/00


Having been named as Registered Agent and to accept service of process for the above stated corporation 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.

  
Eric A. Franke

Dated: 3/21/00

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21 day of March, by **ERIC A. FRANKE**, who has produced Florida Driver License as identification and who did take an oath.

  
HARVEY H. HARLING  
Notary Public - State of Florida  
My Commission No.:  
My commission expires:



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