

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Articles

1.) Action Gearboxes Transmission, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF INCORPORATION
FOR
ACTION GEARBOXES TRANSMISSION, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is

ACTION GEARBOXES TRANSMISSION, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 815 Orienta Avenue, Suite Six, Altamonte Springs, Florida 32701-5600.

ARTICLE III - OFFICER(S) & DIRECTOR(S)

The names and addresses of the initial officer(s) and director(s) are

P/D - William Zurich
VP - Burt Corteez
815 Orienta Avenue
Suite Six
Altamonte Springs, Florida 32701-5600

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ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of one dollar (\$1.00) per share.

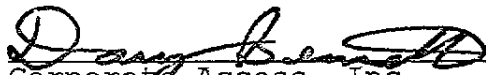
ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent for this corporation is Prabodh C. Patel, Esq., 815 Orienta Avenue, Suite Six, Altamonte Springs, Florida 32701.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator for this corporation is Corporate Access, Inc., 236 East 6th Avenue, Tallahassee, Florida 32303.

The undersigned incorporator has executed these Articles of Incorporation this 21st day of September, 2000.


Corporate Access, Inc.
President - Danny Bennett

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First, that ACTION GEARBOXES TRANSMISSION, INC., desiring to organize or qualify under the laws of the State of Florida, has named PRABODH C. PATEL, ESQUIRE, located at 815 Orienta Avenue, Suite Six, Altamonte Springs, Florida 32701, as its agent to accept service of process within Florida.

DATED:

SEPTEMBER 21, 2000

CORPORATE ACCESS, INC.


INCORPORATOR

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Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agreed 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.


PRABODH C. PATEL, REGISTERED
AGENT