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ACCOUNT NO. : 072100000032

REFERENCE : 132425 7269961

AUTHORIZATION :

Patricia Roberts

COST LIMIT : \$ 70.00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

2001 APR 30 PM 3: 14

FILED

ORDER DATE : April 28, 2001

ORDER TIME : 11:28 AM

ORDER NO. : 132425-001

CUSTOMER NO: 7269961

800004092398--1

CUSTOMER: Mr. William R. Roberts
Mr. William R. Roberts

6668 Hunter Ct

Berrien Springs, MI 49103

DOMESTIC FILING

NAME: POWERTRAIN CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Denise Mick - EXT. 1150

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

01 APR 30 PM 2: 24

RECEIVED

JS 4/30/01

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

POWERTRAIN CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

POWERTRAIN CORP.

The address of the principal office of this corporation shall be 6668 Hunter Court, Berrien Springs, Michigan 49103, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

William R. Roberts Dir.	6668 Hunter Court, Berrien Springs, Michigan, 49103
Rose V. Pappas Dir.	1204 Irwin Drive, Hurst, Texas 76053
Tony M. Roberts Dir.	7210 Ida Center Road, Ida, Michigan 48140

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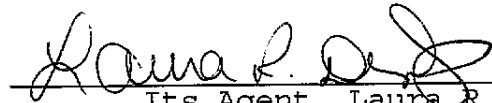
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

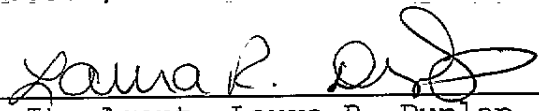
The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these
Articles of Incorporation on April 30, 2001.


Its Agent, Laura R. Dunlap
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

TJW/dck