

P01000055444

PRO POWER GLIDES

POST OFFICE BOX 357791
GAINESVILLE, FLORIDA 32635-7791
(352) 317-2637

May 23, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Pro Power Glides

100004322971--4
-05/25/01--01030--009
*****78.75 *****78.75

To Whom It May Concern:

Please find enclosed the original and one copy of the Article of Incorporation for Pro Power Glides, Inc., a for-profit, Florida corporation. I have also enclosed check no.0128 in the amount of \$78.75 for same. I would respectfully request that you issue to me 100 shares with a \$1.00 per share value. Would you be so kind as to issue me a time and date stamped copy of the Articles of Incorporation. I have included an extra copy of the Articles, together with a self addressed and stamped envelope for your convenience.

Should you have any questions or concerns, please feel free to contact me. Thank you for your attention in this matter.

Sincerely,

Timothy D. Ward

Timothy D. Ward
Signed in Mr. Ward's absence to expedite.
TDW/rtw
Enclosures

FILED
01 MAY 25 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-5-01
WC

ARTICLES OF INCORPORATION
OF
PRO POWER GLIDES, INC.

FILED
01 MAY 25 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, TIMOTHY DALE WARD, the undersigned, for the purpose of becoming a Corporation for profit under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I

NAME: The name of the Corporation shall be: PRO POWER GLIDES, INC.

ARTICLE II

ADDRESS: The initial post office address of the principal office of the Corporation in the State of Florida shall be Post Office Box 357791, Gainesville, Florida 32635-7791. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE III

NATURE OF BUSINESS: The general nature of the business to be conducted by said Corporation shall be and is as follows:

(a) To engage in the business of building and repairing of automotive transmissions, and to perform all other acts necessary or convenient for fully accomplishing the purposes and goals of the corporation.

(b) To purchase or otherwise acquire, components related to the maintenance of the automotive transmissions.

IN GENERAL, and in connection with the foregoing, this Corporation has been organized for the purpose of conducting any and all lawful business for which corporations of a like nature may be organized under the laws of the State of Florida, it being expressly provided that the enumeration of the objects, powers and purposes herein above specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the Corporation, and none of the clauses contained in this Article shall be in anywise limited and restricted by reference to the terms of any other clauses, objects or purposes set forth in this

Article, or in any other Article hereof, but that objects, powers and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects.

ARTICLE IV

CAPITAL STOCK: The amount of the authorized capital stock of the Corporation, being the maximum number and the classes of shares of stock that the Corporation is authorized to have outstanding at any one time, shall be One Hundred (100) shares of Class A voting common stock, having a par value of One Dollar (\$1.00) per share. All stock issued shall be fully paid and non-assessable. Any of such stock may be passed and sold in whole or fractional shares. There shall be included in the Bylaws of the Corporation provisions recognizing preemptive rights of stockholders and limitations of issue and transfer of stock in violation of rights or agreements of the stockholders. The stockholders may include in their agreements among themselves or with the Corporation limitations on the transferability and agreements for preemptive rights of purchase with reference to such stock, or any part thereof, whether issued or to be issued, or options to purchase in the event of sale or pledge of stock issued by the Corporation.

ARTICLE V

DIRECTORS: The initial number of the directors of this Corporation shall be one (1) provided, however, that the number of directors may be changed from time to time to not more than five (5) in accordance with the Bylaws of the Corporation as shall from time to time be in force and effect.

ARTICLE VI

INITIAL DIRECTORS: The name and post office address of the member of the first Board of Directors, who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall hold office until the first annual meeting of the stockholders of

the Corporation or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
TIMOTHY DALE WARD	Post Office Box 357791 Gainesville, FL 32635-7791

ARTICLE VII

INCORPORATORS: The name and post office address of each incorporator of these Articles of Incorporation and a statement of the number of shares of stock which each has agreed to take and the value of the consideration to be paid therefor is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
TIMOTHY DALE WARD	P.O. Box 357791 Gainesville, FL 32635-7791	100	\$100.00

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT: The address of the initial registered office of this Corporation is 1711 SW Williston Rd., Gainesville, Florida, 32605, and the name of the initial registered agent of the Corporation at that address is TIMOTHY DALE WARD.

ARTICLE IX

PREEMPTIVE RIGHTS: Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price which is offered to others.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS: The Corporation shall indemnify any officer or director, or any former officers or directors, to the full extent permitted by law.

ARTICLE XI

CONDUCT OF AFFAIRS OF CORPORATION: In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

(a) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved upon or reserved to the stockholders.

(b) Authorized shares of the capital stock of the Corporation shall be issued only for a consideration having a value in the judgment of the Board of Directors at least equivalent to the full par value of such par value stock. Nothing herein contained shall however restrict the issuance of any such stock by the Corporation for a consideration of more than the par value of said stock.

(c) The initial Bylaws may be adopted by the incorporators hereto. Such Bylaws may be amended, altered or repealed only by the stockholders of the Corporation by affirmative vote of the holders of a majority of the common stock outstanding and entitled to be voted. No such Bylaws shall be in conflict with the provisions of the Articles of Incorporation or of any outstanding prior agreements of the stockholders which appear of record in the minute book or other records of the Corporation.

(d) The Corporation shall have such officers as may from time to time be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

(e) At all elections of directors, each holder of common stock shall be entitled to as many votes as shall equal the number

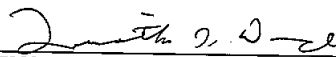
of his shares of common stock multiplied by the number of directors to be elected, and he may cast all of such votes, in person or by proxy, for a single director or distribute them among the number to be voted for, or any two or more of the number to be voted, as he may see fit.

(f) No contract or other transaction between the Corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors is or are interested in or is a member, director or officer, or are members, directors or officers of such other firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act or transaction of the Corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be interested.

ARTICLE XII

AMENDMENTS: The Corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law and all rights conferred upon the stockholders herein are granted subject to this reservation. Every such amendment shall be approved by the holders of at least a majority of the outstanding capital stock.

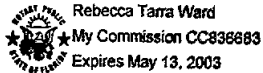
IN WITNESS WHEREOF, TIMOTHY DALE WARD, the undersigned subscribing incorporator has hereunto set his hand and seal this 23rd day of May, 2001, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

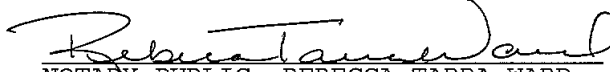

TIMOTHY DALE WARD

STATE OF FLORIDA
COUNTY OF ALACHUA

Before me personally appeared this 23 day of May, 2001, TIMOTHY DALE WARD, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed, and the facts set forth therein are true and correct.

WITNESS my hand and official seal this 23rd day of May, 2001.




NOTARY PUBLIC: REBECCA TARRA WARD
State of Florida at Large
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 607.037, Florida Statutes:

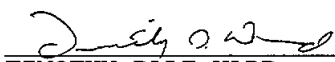
PRO POWER GLIDES, INC. a Corporation organized under the laws of the State of Florida with its principal office at: Post Office Box 357791, Gainesville, Florida, 32635-7791, and has named TIMOTHY DALE WARD of 1711 SW Williston Rd., Gainesville, Florida 32605, as its agent to accept service of process within the State.

NEWLY ELECTED OFFICERS:

<u>NAME & TITLE</u>	<u>ADDRESS</u>
TIMOTHY DALE WARD PRESIDENT	Post Office Box 357791 Gainesville, FL 32635

NEWLY APPOINTED DIRECTORS:

TIMOTHY DALE WARD PRESIDENT	Post Office Box 357791 Gainesville, FL 32635
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TIMOTHY DALE WARD,
Corporate Officer

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as required by law.

Timothy D. Ward
TIMOTHY DALE WARD
REGISTERED AGENT

5-23-01
DATE

FILED
01 MAY 25 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA