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LAW OFFICES
OUGHTERSON, SUNDHEIM, & WOODS, P.A.

310 SW OCEAN BOULEVARD
STUART, FLORIDA 34994-2007

PHONE: (561) 287-0660 FAX: (561) 287-0422 E-MAIL: oswpa@bellsouth.net

FREDERICK G. SUNDHEIM, JR.
WALTER G. WOODS*

*BOARD CERTIFIED REAL ESTATE LAWYER

SANDRA L. SUNDHEIM-STRAUSBAUGH

WM. A. OUGHTERSON
OF COUNSEL
FILED
MAR 14 AM 8:26
SECRETARY OF STATE
DIVISION OF CORPORATIONS

March 13, 2002

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-03/14/02--01044--016
*****78.75 *****78.75

Re: VEHICLE MANUFACTURERS SERVICES, INC.

Gentlemen:

Please find enclosed an original and one copy of a proposed Charter for the above corporation to filed.

Also enclosed is my check payable to your order in the amount of \$78.75 to cover the cost of filing for a domestic corporation, a corporation for profit, all amendments, a certificate of Registered Agent and the cost of a certified copy of the Charter. If there are any additional charges, please advise.

If everything is in order, I would appreciate your filing this corporation and sending me a duly certified copy of the articles. If this name is not available, please call me at (772) 287-0660, collect.

Thank you for your prompt attention to this matter.

Sincerely,


Walter G. Woods

WGW/aw

nc 3/21

ARTICLES OF INCORPORATION

OF

VEHICLE MANUFACTURERS SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

02 MAR 14 AM 8:26

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:

VEHICLE MANUFACTURERS SERVICES, INC.

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of Common stock, each share having the par value of ONE (\$1.00) DOLLAR.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE VI - PRINCIPAL AND REGISTERED OFFICE

The initial street address of the principal office of this corporation in the State of Florida is 49 S.W. Flagler Avenue, Suite 3A, Stuart, FL 34994. The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation, as it may see fit.

The address of the initial registered office of this corporation is 49 S.W. Flagler Avenue, Suite 3A, Stuart, FL 34994. The initial Registered Agent of this corporation at such address shall be GEORGE WAFER.

ARTICLE VII - INITIAL DIRECTORS

The Corporation shall have one (1) director initially. The Board of Directors may be increased from time to time by the By-Laws, but shall never be less than one (1).

The name and street address of the first Board of Directors who shall hold office until successors are elected and have qualified, is as follows:

GEORGE WAFER
49 S.W. Flagler Avenue, Suite 3A
Stuart, FL 34994

ARTICLE VIII - INCORPORATORS

The name and street address of the first Incorporators who the first Incorporators who shall hold office until successors are elected and have qualified, is as follows:

GEORGE WAFER
49 S.W. Flagler Avenue, Suite 3A
Stuart, FL 34994

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Shareholders.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - PREEMPTIVE RIGHTS

Upon the sale of any unissued or treasury shares of the corporation, each shareholder shall have the preemptive right to purchase his prorata share thereof at the price as which it is offered to others. This preemptive right is limited to the extent that no fractional shares will be issued or sold.

IN WITNESS WHEREOF, We have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 12 day of March, 2002.


GEORGE WAFER

STATE OF NEW YORK
COUNTY OF Suffolk

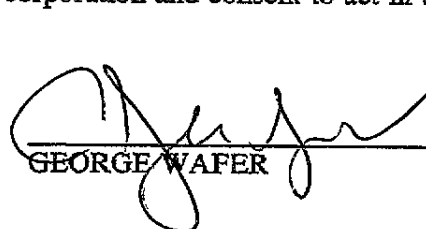
The foregoing Articles of Incorporation were acknowledged before me this 12 day of March, 2002, by GEORGE WAFER, [] who is/are personally known to me, [] who has/have produced a driver's license as identification.


Notary Public
My Commission Expires:

GLORIA G. O'MALLEY
Notary Public, State of New York
No. 4803137
Qualified in Suffolk County
Commission Expires February 28, 2003

ACCEPTANCE

I, GEORGE WAFER, having been designated to act as Registered Agent, state that I am a permanent resident of Martin County, Florida, 49 S.W. Flagler Avenue, Suite 3A, Stuart, FL 34994. I hereby accept the foregoing designation as Registered Agent, and I am familiar with and accept the duties and responsibilities for the said corporation and consent to act in that capacity until removed or my resignation is submitted.


GEORGE WAFER

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