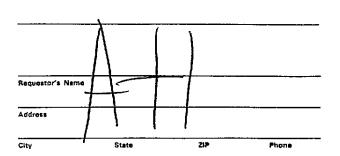
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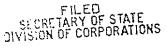
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ARTICLES OF INCORPORATION

OF

PREMIER ALLISON TRANSMISSION CORP.

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT, hereby adopts the following Articles of Incorporation:

ARTICLE ONE NAME

The name of this corporation is: PREMIER ALLISON TRANSMISSION, CORP.

ARTICLE TWO
PRINCIPLE ADDRESS

The principle address of the Corporation is 1800 SW 134th Avenue, Miami Florida 33175.

ARTICLE THREE DURATION

The term of existence of the corporation is perpetual.

ARTICLE FOUR PURPOSE

The corporation may transact any and all lawful business for which corporation may be incorporated under the laws of the State of Florida.

a. Specifically but not limited to Repair, Sales, and Services of Transmission.

ARTICLE FIVE CAPITAL STOCK

The maximum number of shares, which the corporation has authority to issue, is one thousand (1000), all of which shall be common shares with a par value of One Dollar and no/cents (\$1.00) each.

ARTICLE SIX REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be 1800 SW 134th Avenue Miami Florida 33175, and the name of the Registered Agent at such address is:

Ruben F. Figueredo

I DO HEREBY ACCEPT THE POSITION OF REGISTERED AGENT:

Ruben F. Figueredo

ARTICLE SEVEN PRE-EMPTIVE RIGHTS

The shareholders shall have pre-emptive rights.

ARTICLE EIGHT DIRECTORS

7.01 The Board of Directors of the Corporation shall consist of at least one (1) member.

7.02 The names and addresses of the initial directors of the first Board of Directors shall be as follows:

Name:

Address:

Andres A. Figueredo

1800 SW 134th Ave

Miami Florida 33175

Ruben F. Figueredo

1800 SW 134th Ave

Miami Florida 33175

ARTICLE NINE OFFICERS

The names and addresses of the first officers of the corporation, shall be as follows:

Office:

Name:

Address:

President

Andres A. Figueredo

1800 SW 134th Ave Miami Florida 33175

Vice-President Ruben F. Figueredo

1800 SW 134th Ave

Miami Florida 33175

ARTICLE TEN INCORPORATOR

The name and address of the incorporator is:

Name:

Address:

Ruben F. Figueredo

1800 SW 134th Ave Miami Florida 33175

IN WITNESS WHEREOF, I have subscribed my name this 23 day of Accest

Ruben F. Figneredo

STATE OF FLORIDA COUNTY OF MIAMI-DADE

Before me, the undersigned authority, personally appeared, Ruben F. Figueredo, who identified himself by Florida Driver's License F-263-726-55-190-0, and certifies the above is true and accurate.

Office on this 23 day of Aug 15 , 2

Notary Public State of Florida

My Commission Expires:

Rafael Diaz-Guzman Pag + My Commission CC707322 Expires January 11, 2002