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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

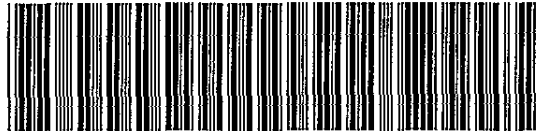
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

November 13, 2002

Florida Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

Dear Secretary of State

Please find enclosed two original copies of the Articles of Incorporation for PASCO TRANSMISSIONS INC. along with a check for \$ 70.00 made payable to Florida Department of State.

Please process these Articles of Incorporation and return stamped copy to address below.

Your assistance in this matter is most appreciated.

A handwritten signature in black ink, appearing to read "David B. Wilson", with a long horizontal line extending to the right.

David B. Wilson
Accountant
9533 104th Avenue North
Largo, FL 33777
Tel 727-393-3258

**ARTICLES OF INCORPORATION
OF
PASCO TRANSMISSIONS INC.**

The undersigned incorporator of these Articles of Incorporation does hereby form the corporation pursuant to the Florida General Corporations Act and does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE
NAME AND PRINCIPAL OFFICE**

The name of this corporation is PASCO TRANSMISSIONS INC. The corporation's principal office is located at 15036 U.S. Highway # 19 North, Hudson, FL 34667.

**ARTICLE TWO
DURATION**

The corporation is to exist perpetually.

**ARTICLE THREE
PURPOSE**

This corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act, including the sale of used auto parts.

**ARTICLE FOUR
CAPITAL STOCK**

The aggregate number of shares which this corporation is authorized to issue is 10,000 shares of common stock, each having a par value of One Dollar (\$ 1.00). Once issued, all shares shall be deemed fully paid and non-assessable.

**ARTICLE FIVE
PRE-EMPTIVE RIGHTS**

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any un-issued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such un-issued or treasury shares.

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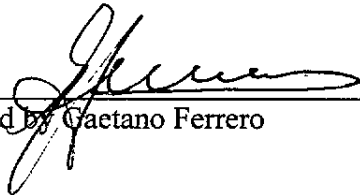
ARTICLE SIX
TRANSFER OF SHARES

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on transferability by agreement among the holders of such shares. A copy of such agreement shall be kept on file at the principal office of the corporation and shall be subject to inspection by stockholders of record and bona-fide creditors of the corporation at reasonable times during business hours.

ARTICLE SEVEN
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation 15036 U.S. Highway # 19 North, Hudson, FL 34667 and the name of the initial registered agent at such address is Gaetano Ferrero, whose acceptance is noted below.

I am familiar with and accept the duties and responsibilities as registered agent for this corporation.


Accepted by Gaetano Ferrero

ARTICLE EIGHT
DIRECTORS

The Board of Directors will consist of no less than one and no more than five directors, the exact number to be determined by the Bylaws (which any modifications or change in number, within this range, to also be by amendment to the bylaws). The initial Board of Directors shall consist of one member: Gaetano Ferrero

ARTICLE NINE
INCORPORATOR

The name and address of the person signing these Articles is Gaetano Ferrero, 15036 U.S. Highway # 19 North, Hudson, FL 34667.

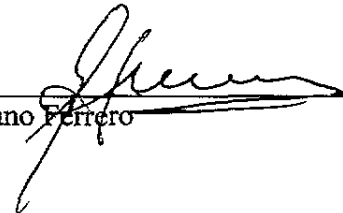
ARTICLE TEN
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE ELEVEN
OTHER PROVISIONS**

There are no other provisions for the regulation of the internal affairs of this corporation except as set forth in the bylaws of this corporation.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 15th day of November 2002.

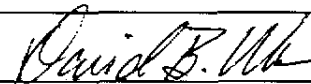

By : Gaetano Ferrero

**STATE OF FLORIDA
COUNTY OF PASCO**

The foregoing instrument was acknowledged and sworn to before me this 15th day of November 2002 by Gaetano Ferrero who :

is personally known to me

() produced _____ as identification


_____ (signature of notary)


_____ (printed name of notary)

_____ (serial number if any)

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