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DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

March 4, 2004

Florida Department Of State  
Division Of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

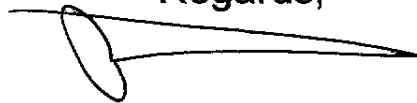
Re: **Incorporation Papers** for: **TransCoA Truck Parts, Inc.**  
**TransCoA Auto Parts, Inc.**  
**TransCoA Wire Products, Inc.**

Dear Sir:

Enclosed is a check for **\$78.75** for each of the above corporations, which I understand is the amount required to pay the filing fee and to provide for a **return certified copy of the Articles Of Incorporation** for each corporation.

Please **call collect** if there are any questions or problems with the paperwork as **time is of the essence**.

Regards,



Paul E. Sost  
Incorporator & Registered Agent

19431 N.W. 3<sup>rd</sup> Street  
Pembroke Pines, FL 33029  
(305) 219-8654

# **ARTICLES OF INCORPORATION**

**For**

**TransCoA Auto Parts, Inc.**

I, the undersigned, for the purpose of forming a corporation pursuant to the laws of the State Of Florida do hereby adopt the following **Articles Of Incorporation:**

## **ARTICLE I**

The name of this Corporation shall be:

**TransCoA Auto Parts, Inc.**

and the principal office shall be located at:

TransCoA Auto Parts, Inc.  
19431 N.W. 3<sup>rd</sup> Street  
Pembroke Pines, FL 33029

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## **ARTICLE II**

This Corporation is authorized to conduct any and all business activities not prohibited, and to exercise any and all corporate powers permitted, by the Laws of the Sate of Florida.

## **ARTICLE III**

The capital stock of this Corporation shall consist of two classes of Common Stock and three classes of Preferred Stock.

The maximum number of shares of Common Stock that this Corporation is authorized to have outstanding at any one time is **FIVE MILLION (5,000,000) shares of Common Stock with a par value of \$0.01 (One Cent) per share.**

The **Common Stock** shares shall each have ONE (1) vote per share, non-cumulative voting rights, no pre-emptive rights and shall be non-assessable.

The maximum number of shares of Preferred Stock that this Corporation is authorized to have outstanding at any one time is **TWO MILLION (2,000,000) shares of 8% Convertible Preferred Stock with a par value \$1.00 per share.**

The **8% Convertible Preferred Stock (Par Value \$1)** shall be entitled to a dividend of **eight cents (\$0.08)** per share which shall be paid to stockholders of record and shall be paid quarterly as established upon the first issuance of these shares as determined by a resolution of the Board Of Directors.

To the extent that the Board Of Directors deems it in the best interests of this Corporation not to declare a dividend, such inaction shall result in a cumulative obligation on the part of this Corporation to pay said dividend. No dividends may be on the Common Stock while there is an outstanding dividend obligation on the **8 % Convertible Preferred Stock (Par Value \$1)** shares.

The **8% Convertible Preferred Stock (Par Value \$1)** shares are entitled to receive preferential liquidation consideration equal to the par value of \$1.00 (One Dollar) plus any dividends that are in arrears or that should have been declared and/or paid, in any proceeding to liquidate this Corporation and are entitled to this liquidating value before any other Class of Preferred Stock and before any Class of Common Stock.

The **8% Convertible Preferred Stock (Par Value \$1)** shares are callable, by, and at the option of this Corporation, upon THIRTY (30) DAYS WRITTEN NOTICE, by tendering a payment of \$1.00 (One Dollar) plus any dividends that are in arrears, to redeem some, or all, of these shares. Upon issuance of these shares, under the terms of issuance, the Board Of Directors may pre-establish a schedule indicating prices above par value as which these shares may be called at the option of this Corporation. The Board Of Directors may also, by resolution, pre-establish prices at which the owners of these shares of **8% Convertible Preferred Stock (Par Value \$1)** may "put" or sell back these shares to this Corporation.

The **8% Convertible Preferred Stock (Par Value \$1)** shares have no voting rights, unless the dividend has not been declared and/or paid for **TWO (2)** consecutive quarters, then the owners of these shares, as a group, shall be entitled to elect **TWENTY PERCENT (20%)** of the Board Of Directors. Upon the terms of issuance, the Board Of Directors may elect to provide representation on the Board Of Directors of these shares.

## **ARTICLE IV**

This Corporation is to exist perpetually.

## **ARTICLE V**

The street address of the initial registered office of this Corporation is:

Paul E. Sost  
19431 N.W. 3<sup>rd</sup> Street  
Pembroke Pines, FL 33029

This Corporation may have such other places of business, both within and outside the State Of Florida and in foreign countries, as may be deemed necessary or convenient by the Board Of Directors of this Corporation.

## **ARTICLE VI**

The name and resident address of the initial registered agent of this Corporation is:

Paul E. Sost  
19431 N.W. 3<sup>rd</sup> Street  
Pembroke Pines, FL 33029

## **ARTICLE VII**

The Board Of Directors of this Corporation shall consist of one (1) member initially. The number of Directors may be increased or decreased from time to time, as established by a corporate resolution by the Board Of Directors, but shall never be less than one.

Directors shall serve one-year terms and shall be elected at the annual meeting of the shareholders who are entitled to vote. Annual stockholders meetings shall be held at least 14 months from the first issuance of any stock to anyone other than the Incorporator and initial stockholder. Vacancies between meetings shall be filled by either a special meeting of the shareholders who are entitled to vote if there is more than six (6) months left before the next mandatory stockholder's meeting, or by the Board of Directors by resolution if there is less than six (6) months before the maximum time before the next mandatory stockholder's meeting.

## **ARTICLE VIII**

The name and address of the member of the first Board Of Directors who shall hold office for the first year of this Corporation's existence, or until his successor is elected and qualified is:

Paul E. Sost  
19431 N.W. 3<sup>rd</sup> Street  
Pembroke Pines, FL 33029

## **ARTICLE IX**

The management and control of the business of this Corporation shall be conducted by the following officers under the direction of the Board Of Directors, to wit; a Chief Executive Officer (if designated), a Chief Operations Officer (if designated) and Chief Financial Officer (if designated) and a President, one or more Vice-Presidents, one or more Assistant Vice-Presidents, a Treasurer, one or more Assistant Treasurers, a Secretary, one or more Assistant Secretaries. The Corporation shall have as a minimum, a President, a Treasurer and a Secretary. The same person may hold one or more offices. The offices of the President and that of the Secretary may be held by the same person.

The Board Of Directors, by resolution, may limit the specific duties, powers and authorizations to act, of any officer. If, not limited by such a resolution, then the duties, powers and authorizations to act will be governed by the By-Laws of this Corporation.

## **ARTICLE X**

The operation of this Corporation's business activities shall conform to its By-Laws as either adopted by the Board Of Directors or as approved by a majority of the stockholders of this Corporation entitled to vote as a regular or special meeting of the stockholders in accordance with their respective voting rights.

Any portion of the By-Laws amended or approved by a vote of the stockholders may only be amended at a majority vote at a regular or special meeting of the stockholders and may not be amended by the Board Of Directors. Stockholders are entitled to vote in accordance with their voting privileges per share.

## **ARTICLE XI**

These **Articles Of Incorporation** may be amended by a resolution adopted by the Board Of Directors and proposed to the Stockholders at a regular or special meeting and approved by a majority of the shares entitled to vote in accordance with their voting privileges.

On any amendment that changes the right and privileges of any class of stock, or series of stock in the case of Serial Preferred Stock which is outstanding, the majority of shares outstanding for that class or series, must by majority vote, approve and consent to said amendment in addition to the approval by a majority vote by all of this Corporation's stockholders entitled to vote in accordance with their voting privileges in a special, and/or regular meeting of the stockholdings.



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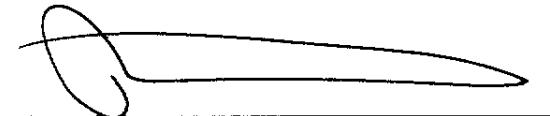
## **ARTICLE XII**

To the extent that this Corporation has the written consent of 50.001% of all of the stockholders currently authorized to vote on corporate matters in accordance with their voting privileges, such actions may be taken without the calling of a Board Of Directors meeting or a special stockholders meeting. The actions taken and resolutions made at such meeting shall be distributed to all stockholders with ten (10) business days in written form.

## **ARTICLE XIII**

This Corporation shall report to all stockholders as to its financial status at least annually which shall be within three (3) month from the end of this Corporations fiscal year which shall end January 31<sup>st</sup> or as amended by resolution by the Board Of Directors. Such reporting shall consist of a Balance Sheet, an Income Statement, and a representative discussion by management as to the last year's performance and its expectation for the year ahead.

**IN WITNESS WHEREOF**, the initial Subscriber, Incorporator and Registered Agent has hereunto set his hand and seal this 4<sup>th</sup> day of March, 2004. The undersigned, Registered Agent acknowledges and states that he is familiar with, and accepts the duties and responsibilities as Registered Agent for **TransCoA Auto Parts, Inc.**



Paul E. Sost

Incorporator and Registered Agent