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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**FLORIDA PROFIT CORPORATION OR P.A.**

**a-chem valves & controls usa, inc.**

Certificate of Status	0
Certified Copy	1
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(4)

**ARTICLES OF INCORPORATION  
FOR  
A-CHEM VALVES & CONTROLS USA, INC.**

**ARTICLE I- NAME**

The name and address of this Corporation is A-Chem Valves & Controls USA, Inc.

**ARTICLE II- DURATION**

This Corporation shall have a perpetual existence.

**ARTICLE III- PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida. The purpose of this Corporation is as an automotive parts supplier.

**ARTICLE IV- STOCK**

This Corporation is authorized to issue 10,000 shares of stock- \$0.01 par value which shall be designated as "common stock".

**ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent of this Corporation is Donna M. Delgado, Esquire, 1031 Ives Dairy Road, Suite 228, North Miami Beach, FL 33179.

**ARTICLE VI- INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) Director, initially. The number of Directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The Name and address of the Director and corporate officers are as follows:

Kevin Armstrong  
16366 NW 13 Street, Pembroke Pines, FL 33028

President/Secretary

Prepared by:

Donna M. Delgado, Esquire

1031 Ives Dairy Road, #228, North Miami Beach, Fla 33179/(305)654-8202/FBN 0858160

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**ARTICLE VII- BYLAWS**

The Bylaws of this Corporation may be adopted, altered amended or repealed by either the Shareholders or the Directors.

**ARTICLE VIII-INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or director, to the fullest extent permitted by law.

**ARTICLE IX-PREEMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already has, shall have the right to purchase his pro rata share thereof, (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X- INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is Kevin Armstrong, of 16366 NW 13 Street, Pembroke Pines, FL 33028.

**ARTICLE XI- AMENDMENT**

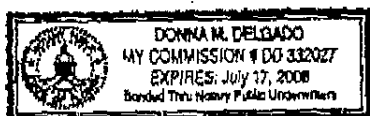
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 21 day of November 2004.

  
KEVIN ARMSTRONG

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The forgoing instrument was acknowledged before me on this 21 day of November 2004, by KEVIN ARMSTRONG, who personally appeared before me at the time of notarization and ( ) who is personally known to me or ( ) who produced his #FDL  
\_\_\_\_\_ as identification



  
Notary Public

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Page 3

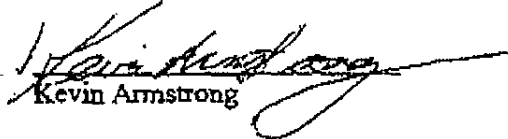
ARTICLES OF INCORPORATION/ A-Chem Valves &amp; Controls USA, Inc.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS  
FOR SERVICE OF PROCESS WITHIN FLORIDA AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED**

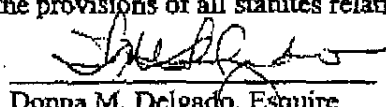
In compliance with ss48.091, Florida Statutes, the following is submitted:

That A-Chem Valves & Controls USA, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business 16366 NW 13 Street, Pembroke Pines, FL 33028, has named Donna M. Delgado, Esquire as its agent to accept service of process within Florida.

Dated: November 8, 2004

  
Kevin Armstrong

Having been named to accept service of process for the above named corporation which is located at 16366 NW 13 Street, Pembroke Pines, FL 33028, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

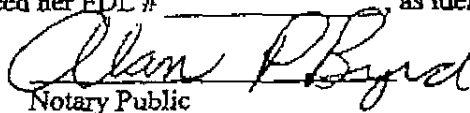
  
Donna M. Delgado, Esquire  
Law Office of Donna M. Delgado, P.A.  
1031 Ives Dairy Road  
Suite 228  
North Miami Beach, FL 33179  
305-654-8202

State of Florida  
County of Miami-Dade

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The foregoing instrument was acknowledge before me on this 8<sup>th</sup> day of November 2004 by Donna M. Delgado, who personally appeared at the time of notarization and ☒ who is personally known to me or ( ) who produced her EDL # \_\_\_\_\_, as identification.

  
Notary Public



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