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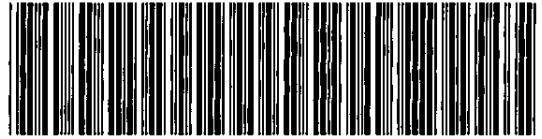
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES

RONALD D. FAIRCHILD, P.A.
SUITE 100
1000 RIVERSIDE AVENUE
JACKSONVILLE, FLORIDA 32204

RONALD D. FAIRCHILD
SHARON B. MILNE

TELEPHONE 904/355-6700

FACSIMILE 904/358-7360

January 2, 2008

Corporations Bureau
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Spencer-Wheeler Holdings, Inc.

Dear Madam or Sir:

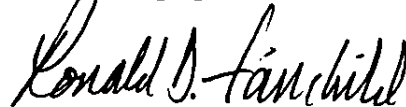
Please find enclosed for filing the original and one (1) copy of the above-named corporation's articles of incorporation, together with our firm check in the amount of \$78.75 in payment of the filing fee and the cost of a certified copy of the articles.

Please note that the effective date of the articles is to be January 1, 2008.

The certified copy is to be returned to this office.

Thank you.

Sincerely yours,



Ronald D. Fairchild

RDF/sg
Enclosure
cc: Mr. Pete Wheeler, w/encl.

ARTICLES OF INCORPORATION

OF

SPENCER-WHEELER HOLDINGS, INC.

ARTICLE I. NAME

The name of this Corporation is:

SPENCER-WHEELER HOLDINGS, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

(a) To specifically engage in the business of owning the stock of and providing management services to other corporations engaged in the business of building and selling engines and other automotive parts, and to engage in any and all other business activities which may be permitted under the laws of the State of Florida or the United States, and to invest, reinvest, deal in, sell, lease or otherwise dispose of items of personal and real property, of all kinds, classes and description, of whatsoever nature, in the State of Florida, or in any other state or country, as may be ancillary thereto.

(b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance protection, cooperative association, fraternal benefit society, state fair or exposition.

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries.

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TALLAHASSEE, FLORIDA

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(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership including the right to vote such stock.

(g) To enter into and be a member of or a party to partnerships, limited and general, and joint ventures.

(h) In addition to the powers herein expressly stipulated, this corporation shall have all general corporate rights, powers, privileges and immunities otherwise existing from time to time under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of One Dollar (\$1.00) par value voting common stock.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall begin existence on January 1, 2008, and it shall exist perpetually thereafter.

ARTICLE V. ADDRESS

The initial registered address of the principal office of this corporation in the State of Florida is 1000 Riverside

Avenue, Suite 100, Jacksonville, Florida 32204. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, pursuant to by-laws adopted by the directors, but shall never be less than one (1) in number. The name and address of the member of the first Board of Directors are:

Ronald D. Fairchild
1000 Riverside Avenue, Suite 100
Jacksonville, Florida 32204

ARTICLE VII. REGISTERED AGENT

The name and street address of the initial registered agent of this corporation, upon whom service of process may be made, are as follows:

Ronald D. Fairchild
1000 Riverside Avenue, Suite 100
Jacksonville, Florida 32204

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Ronald D. Fairchild
1000 Riverside Avenue, Suite 100
Jacksonville, Florida 32204

ARTICLE IX. AMENDMENTS

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

2. The initial by-laws of this corporation shall be adopted by the board of directors. The by-laws may be amended from time to time as provided therein.

3. Ownership of stock shall not be required to make any person eligible to serve either as an officer or director of this corporation.

4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the board of directors shall conclusively be deemed to have received proper notice of such meeting unless he or she shall make objection at such meeting to any defect or insufficiency of notice.

5. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse any director, officer or employee for the reasonable costs of settlement or any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights or indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under by-law, agreement, vote of shareholders or otherwise.


RONALD D. FAIRCHILD

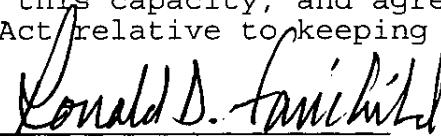
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that SPENCER-WHEELER HOLDINGS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named Ronald D. Fairchild, 1000 Riverside Avenue, Suite 100, Jacksonville, Florida 32204, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Ronald D. Fairchild,
Registered Agent

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