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UNITED NATIONAL BANK BUILDING

1399 S.W. FIRST AVENUE

MIAMI, FLORIDA 33130

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AREA CODE 305

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June 13, 1995

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

600001516956
-06/20/95--01021--008
****122.50 ****122.50


Re: Secondary Holdings, Inc.

Gentlemen:

Enclosed please find the original and one copy of the articles of incorporation to the above-captioned corporation. Also enclosed is a check in the amount of \$122.50 in order to file said articles. Please return a certified copy of the articles at your earliest convenience.

Thanking you for your attention to this matter, I remain,

Very truly yours,


Howard R. Scharlin

/kds

Enclosure

Kenia GAVE
AUTHORIZATION BY PHONE TO
CORRECT Principle Office
DATE 6/22/95
DOC. EXAM. SAB

FILED
95 JUN 19 AM 9 45

SAB
6/22/95

ARTICLES OF INCORPORATION
OF
SECONDARY HOLDINGS, INC.
(A Florida For Profit Corporation)

The undersigned, for the purpose of forming a for-profit corporation under the Florida General Corporation Act, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is SECONDARY HOLDINGS, INC.

ARTICLE II
PURPOSE

This corporation is organized for the purpose of operating and transacting any and all lawful business permitted under the laws of Florida, including without limitation, the manufacturing, sale and distribution of oil filtration products.

ARTICLE III
TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of ONE AND NO/100 DOLLAR (\$1.00) par value common stock.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the registered office^{and principle office} of this corporation and the name of the registered agent of this corporation is:

Michael P. Latterner
13 S.W. 7 Street
Miami, FL 33130

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of director, may be either increased or diminished from time to time as prescribed by the by-laws, but shall never be less than one (1). The director of this corporation is:

Michael P. Latterner
13 S.W. 7 Street
Miami, FL 33130

ARTICLE VIII
OFFICERS

The corporation shall have a President and a Secretary and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Treasurers, assistant Secretaries, and assistant Treasurers. A person may hold more than one office at one time. Such officers shall be elected by the Board of Directors. The Board may remove any or all of the officers from office, with or without cause, and at such time as the Board may determine. The names and addresses and positions of the persons who serve as the initial officers of the Corporation are as follows:

Michael P. Latterner
President and Secretary
13 S.W. 7 Street
Miami, FL 33130

ARTICLE IX
INCORPORATOR

The name and address of the person signing these articles is:

Michael P. Latterner
13 S.W. 7 Street
Miami, FL 33130

ARTICLE X
INDEMNIFICATION

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

ARTICLE XI
BY-LAWS

The Bylaws may be repealed or amended, and new Bylaws may be adopted, by either the Board of Directors or the Stockholders, but the Board of Directors may not amend or repeal any Bylaw adopted by Stockholders if the Stockholders specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

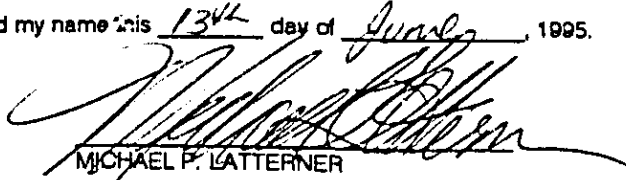
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ARTICLE XII
AMENDMENT OF THE ARTICLES OF INCORPORATION

95 JUN 19 AM 9 49

These articles may be amended, altered, modified or revoked only upon the vote of the majority of the shareholders.

IN WITNESS WHEREOF, I have subscribed my name this 13th day of June, 1995.


MICHAEL P. LATTERNER

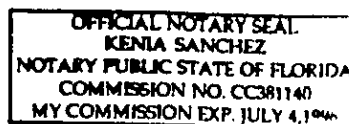
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

On this 13th day of June, 1995, before me a Notary Public, duly authorized in the State and County aforesaid to take acknowledgements, personally appeared, Michael P. Latterner to me known to be the person whose name is subscribed to the within instrument and acknowledge that he executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunder set my hand and official seal this 13th day of June, 1995.

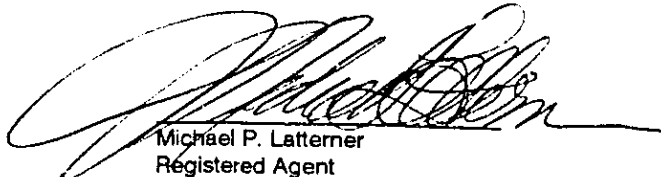

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



ACCEPTANCE BY
REGISTERED AGENT

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.


Michael P. Latterner
Registered Agent