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LAW OFFICE
BURTON R. LEVEY, P.A.

TWO DATRAN CENTER
9130 SOUTH DADELAND BOULEVARD
SUITE 1010
MIAMI, FLORIDA 33156

TELEPHONE (305) 670-6663
TELECOPIER (305) 670-6669

January 9, 1996

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****122.50 ****122.50

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

re: American and Guaranteed Transmissions, Inc.

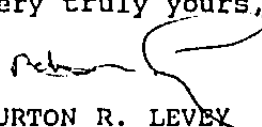
Gentlemen:

With reference to the above-captioned, enclosed please find the following, to wit:

1. Original and one executed and notarized Articles of Incorporation.
2. Original and one executed Resident Agent form
3. Check in the sum of \$122.50 representing the filing fee, one certified copy and resident agent designation fee.

After the Articles have been processed, please return the certified copy to the undersigned in the enclosed stamped self-addressed envelope.

Very truly yours,


BURTON R. LEVEY

BRL/sm
Encl.

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96 JAN 12 AM 11:50
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

GB 1/17/96

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION

OF

TESTED AND GUARANTEED TRANSMISSIONS INC.

ARTICLE I - NAME

The name of the corporation is:

TESTED AND GUARANTEED TRANSMISSIONS INC.

ARTICLE II- DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

a. To repair, rebuild and sell automobile and truck transmissions and parts of all kinds and sorts, and any and all other allied fields.

b. To construct, erect, build, repair and improve houses, buildings, tracts, streets, sidewalks, reservoirs, water-works, sewers, docks, fills, and other structures and improvements of any kind or character whatsoever; to buy, sell, purchase, lease or otherwise acquire, handle, hold and dispose of real and personal property or any interest therein or choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such

property and to take mortgages and assignments of mortgages on the same; to lay off, plat or subdivide lands into lots and blocks, and to dedicate parks, streets, highways and alleyways therein; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of this corporation.

c. To manage, supervise, operate, control, lease, let and sublet apartments, office buildings, dwelling houses and all kinds and character of property of every nature whatsoever.

d. To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign, and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.

e. To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable or being profitably dealt with in connection with any of the said businesses.

f. To guarantee, to acquire by purchase subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or evidences of

indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers, and privileges of ownership, including, the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the General Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held, or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

g. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

h. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments and other bodies.

i. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters patent of

the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

j. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchise, or for any other lawful purpose of its corporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness as payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed, or in payment for the property acquired, or for any of the other objects or purposes of the corporation or for any of the objects of its business; to secure the same by mortgage or mortgages, or deed or deeds of trust or pledge or other lien upon any and all of the property, rights, privileges or franchises of the corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof subject, however, to the provisions of Article III hereof.

k. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds secured or evidences of indebtedness created by any other corporation or corporations, and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

l. To purchase, sell, and transfer shares of its own capital stock;

m. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers encumbered in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific

powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting powers for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 3740 N.W. 73rd Street, Miami, Florida.
and the name and address of the initial Registered Agent of this corporation and his principal address is: Burton R. Levey,
9130 So. Dadeland Blvd., Suite 1619, Miami, Florida 33156.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished, from time to time, by the by-laws. The name and address of the initial director of this corporation is:

ROBERT HEGNER

3740 N.W. 73rd Street
Miami, Florida

ARTICLE VIII - INCORPORATORS

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

ROBERT HEGNER

3740 N.W. 73rd Street

Miami, Florida

ARTICLE IX - MEETING BY

CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended, in fact, in person by each director.

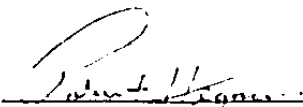
ARTICLE X - INDEMNIFICATIONS

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5 day of January, 1996.


Robert Hegner

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgements, in the State and County set forth above, personally appeared ROBERT HEGNER, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes therein stated.

WITNESS my hand and seal on this 05 day of January, 1996.



JULIO ARIAS
State of Florida
My Comm. Exp. Aug. 31, 1996
Comm. # CC 224797

Notary Public

Print Name: _____


My Commission Expires:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - That TESTED AND GUARANTEED TRANSMISSIONS INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED BURTON R. LEVEY, AS RESIDENT AGENT, LOCATED AT 9130 So. Dadeland Blvd, Suite 1619, CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: 
Title: President
Date: JANUARY, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


BURTON R. LEVEY -- (Resident Agent)

Date: JANUARY, 1996

FILED
95 JAN 12 AM 11:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA