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JACQUELYN R. CAMPBELL
Certified Public Accountant

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JACQUELYN R. CAMPBELL, C.P.A.

MEMBER AMERICAN INSTITUTE
OF CERTIFIED PUBLIC ACCOUNTANTS
FLORIDA INSTITUTE OF CERTIFIED
PUBLIC ACCOUNTANTS

December 13, 1995

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

Gentlemen:

100001712691
-02/12/96--01080--021
****122.50 ****122.50

Enclosed please find Articles of Incorporation for:

NATIONAL AXLE REBUILDERS CORPORATION
41308 U.S. HWY. 19
TARPON SPRINGS, FL 33589

Also, we have included a check in the amount of \$122.50,
payable to the Division of Corporations, in payment of filing fees,
a certified copy and designation of a registered agent.

Respectfully yours,

Jacquelyn R. Campbell

Jacquelyn R. Campbell

JRC/bb
Enclosures

L SN FEB 14 1996

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96 FEB 12 PM 12:04
TALLAHASSEE, FLORIDA

FILED

56 FEB 12 PM 12:13

TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NATIONAL AXLE REBUILDERS CORPORATION

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be:

NATIONAL AXLE REBUILDERS CORPORATION

The principal place of business of this corporation shall be:

41308 U. S. 19
TARPON SPRINGS, FLORIDA 33589

ARTICLE II - PERIOD OF DURATION

The period of the duration of this corporation is perpetual, commencing on the date of execution and acknowledgement of these articles or the earliest date allowable by the division of corporations, unless dissolved according to law.

ARTICLE III - PURPOSE

The purpose for which this corporation is organized is to engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The corporation shall have the authority to issue 7000 shares of \$1.00 par value common stock. Stock shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

ARTICLE V - REGISTERED AGENT

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

MINDY ROSE
41308 U .S. 19
TARPON SPRINGS, FLORIDA 33589

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have ONE director, initially, and the number of directors may be increased or decreased by amendment of the bylaws of the corporation but shall in no case be less than one.

The name and street address of the members of the initial board of directors are as follows:

MINDY ROSE
4231 MARINE PARKWAY
NEW PORT RICHEY, FLORIDA 34652

ARTICLE VII - INCORPORATORS

The name and street address of the members of the initial subscribers signing these articles are as follows:

MINDY ROSE
4231 MARINE PARKWAY
NEW PORT RICHEY, FLORIDA 34652

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

A special meeting of the shareholders shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and the adoption of the bylaws.

ARTICLE IX - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) in the amount(s) set opposite of their names:

MINDY ROSE

100 SHARES

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation this 13 day of DEC, 1998.

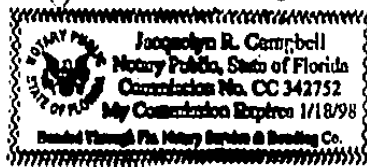
Mindy Rose
MINDY ROSE

State of Florida
County of *HERNANDO*

BEFORE ME, the undersigned authority, personally appeared **MINDY ROSE**, being duly sworn, say that they are the individual described in and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 13th day of December, 1998.5

Jacquelyn R. Campbell
Notary Public, State of Florida



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida:

NATIONAL AXLE REBUILDERS CORPORATION

The name and address of the registered agent and office is:

**MINDY ROSE
41308 U. S. 19
TARPON SPRINGS, FLORIDA 33589**

Acknowledgment:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

✓ Mindy Rose
MINDY ROSE

10/13/95
Date

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95 FEB 12 PM 12:13
TALLAHASSEE, FLORIDA

JACQUELYN R. CAMPBELL, C.P.A., P.A.

Certified Public Accountant

P96000013856

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JACQUELYN R. CAMPBELL, C.P.A.
MEMBER AMERICAN INSTITUTE
OF CERTIFIED PUBLIC ACCOUNTANTS
FLORIDA INSTITUTE OF CERTIFIED
PUBLIC ACCOUNTANTS

February 16, 1996

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

Gentlemen:

Please find enclosed Change Of Registered Office And/Or
Registered Agent for:

NATIONAL AXLE REBUILDERS CORPORATION
41308 U. S. HWY. 19
TARPON SPRINGS, FL 33589

Also, we have included a check in the amount of \$35.00, payable
to the Department of State, in payment of filing fees.

Respectfully yours,

Jacquelyn R. Campbell
Jacquelyn R. Campbell

JRC/bb

Enclosures

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RA Change

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CHANGE OF REGISTERED OFFICE AND/OR REGISTERED AGENT

NAME OF CORPORATION: NATIONAL AXLE REBUILDERS CORPORATION

PRESENT CORPORATE AND REGISTERED OFFICE: 41308 U. S. Highway 19
Tarpon Springs, FL 33589

NEW CORPORATE AND REGISTERED OFFICE: 7912 Willowbrook Court
Hudson, FL 34667

PRESENT REGISTERED AGENT: Mindy Rosa

NEW REGISTERED AGENT: Gary Newman

I hereby certify that the new street address of the registered office and the street address of the business office of the registered agent of the above corporation are identical.

I further certify that the above change of registered office and/or registered agent has been authorized by resolution duly adopted by the Board of Directors of National Axle Rebuilders Corporation.

DATED: 2/14, 1996

NATIONAL AXLE REBUILDERS CORPORATION

By: Gary Newman
GARY NEWMAN, PRESIDENT

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated above, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of the sections of the Florida Statutes relative to keeping open the registered office.

Gary Newman
Gary Newman, Registered Agent

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DIVISION OF CORPORATIONS
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