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PERMANENT RESIDENCE

February 7, 1996

Melbourne

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

000001714770
-02/14/96--01062--010
***122.50 ***122.50

Re: RADIATORS, INC. OF THE PALM BEACHES

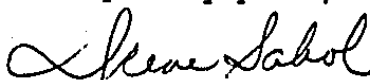
Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation of RADIATORS, INC. OF THE PALM BEACHES for filing. Also enclosed is a check in the amount of \$122.50 to cover the cost of the filing fees.

Kindly confirm receipt of the filing of the Articles of Incorporation by enclosing the stamped copy in the envelope provided for your convenience.

Your cooperation and assistance in this matter are greatly appreciated.

Very truly yours,



Irene Sabol, Legal Assistant to
George W. Maxwell III

/is

Enclosures

SN FEB 19 1996

FILED
FEB 14 11:10:05
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RADIATORS, INC. OF THE PALM BEACHES**

FILED
96 FEB 14 AM 10:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

RADIATORS, INC. OF THE PALM BEACHES

The principal place of business of this corporation shall be 2708 Norman Drive, West Palm Beach, Florida 33409.

ARTICLE II. NATURE OF BUSINESS

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

a. Purchase and sale of vehicle radiators and radiator components.

b. Manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, 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 association, cooperative association, fraternal benefit society, state fair or exposition.

- c. To conduct business in, have one or more office 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.
- d. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure 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 evidence of indebtedness created by any other corporation of the State of Florida or any other state government, and while owner of such stock to exercise all the right, powers and privileges of ownership, including the right to vote such stock.
- g. To carry on any lawful business necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objects enumerated herein.

ARTICLE III. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation shall be 9105 Ellis Road, #7 and #8B, Melbourne, Florida 32904, and the name of the initial registered agent of the corporation at that address is ROBERT C. WINDISCH.

ARTICLE IV. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is ROBERT C. WINDISCH, 9105 Ellis Road, #7 & #8B, Melbourne, Florida 32904.

ARTICLE V. DIRECTORS

This corporation shall have one director, initially. The name and street address of the initial director is ROBERT C. WINDISCH, 9105 Ellis Road, #7 & #8B, Melbourne, Florida 32904.

ARTICLE VI. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1 par value per share.

Shares of stock in this corporation shall be paid for in cash, at a valuation to be fixed by the affirmative vote of the majority of the Board of Directors, but may be paid for by property, labor of services, whenever the Board of Directors so authorizes.

ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII. 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 holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation may file as an S corporation.

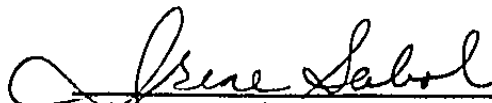
IN WITNESS WHEREOF, the undersigned authorized agent has hereunto set his hand and seal and produced FL. DRIVER'S Lic. #
WS22-763-46- as identification, on this 9TH day of February, 1996.
266-0


ROBERT C. WINDISCH

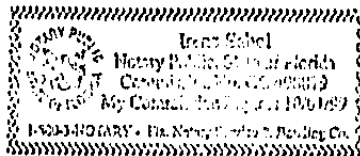
STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing instrument was acknowledged before me, a Notary Public, on this 9TH day of February, 1996.


Notary Public

My Commission Expires:



AGREEMENT TO ACCEPT SERVICE

Having been named to accept service of process for the
aforementioned corporation, at the places 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.


ROBERT C. WINDISCH

DATED: 2/9/96

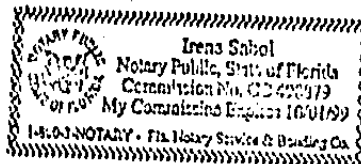
STATE OF FLORIDA

COUNTY OF BREVARD

Before me, personally appeared ROBERT C. WINDISCH and produced
FL.D.L.#1532-763-4626-0 as identification, on this 9TH day of
February, 1996.


Notary Public

My Commission Expires:



FILED
56 FEB 14 AM 10:05
TALLAHASSEE, FLORIDA