

P 96 0000 18318

CRANDELL ACCOUNTING SERVICES, INC.
120 EAST OAKLAND PARK BOULEVARD
SUITE 107
FORT LAUDERDALE, FLORIDA 33334
TELEPHONE (305) 565-9903

RONALD G. CHANDELL
BUSINESS CONSULTANT

ACCOUNTING, TAX AND
BUSINESS CONSULTANTS

February 21, 1996

900001724049
-02/26/96--01060--014
****122.50 ****122.50

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

SUBJECT: A.C. Motors, Inc.

Enclosed are an original and one (1) copy of the Articles of
Incorporation and a check for \$122.50.

FROM: CRANDELL ACCOUNTING SERVICES, INC.
Attention: Maureen A. Thomas
120 E. Oakland Park Blvd., Suite 107
Ft. Lauderdale, FL 33334-1106
(954) 565-9903

TALLAHASSEE, FLORIDA

05 FEB 26 PM 1:21

FILED

SN FEB 28 1996

ARTICLES OF INCORPORATION

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

FILED
96 FEB 26 PM 1:21

TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

A.C. MOTORS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

120 E. Oakland Park Blvd., #105
Ft. Lauderdale, FL 33334

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time shall be Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent are:

Randi Scott Sweet
120 E. Oakland Park Blvd., #105
Ft. Lauderdale, FL 33334

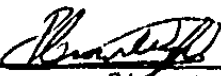
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation are:

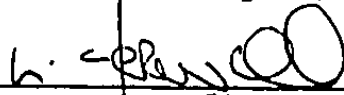
Pierre Charles van Wyk 13 Tiddy Crescent
Bayville
East London, SA 5247

Wayne Raymond Herwill 2109 N.E. 44th Street
Unit #5
Lighthouse Point, FL 33064-7337

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 23 day of February, 1996.



Signature



Signature

CERTIFICATE OF DESIGNATION OF
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 OFFICE/
REGISTERED AGENT, IN THE STATE OF FLORIDA.

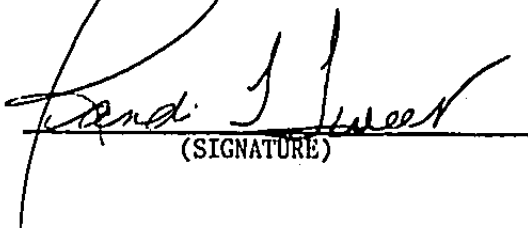
1. The name of the corporation is: A.C. MOTORS, INC.

2. The name and address of the registered agent and office are:

Randi Scott Sweet
120 E. Oakland Park Blvd., #105
Ft. Lauderdale, FL 33334

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TALLAHASSEE, FLORIDA

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 the appointment as registered agent and agree to act in 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.


(SIGNATURE)

2-23-96
(DATE)

P96000018318

CRANDELL AND ASSOCIATES, INC.
120 WEST OAKLAND PARK BOULEVARD
SUITE 107
FORT LAUDERDALE, FLORIDA 33334

TELEPHONE (305) 565-9903

RONALD G. CRANDELL
BUSINESS CONSULTANT

ACCOUNTING, TAX AND
BUSINESS CONSULTANTS
APR 11 11 13 55
LED
STATE OF FLORIDA
TALLAHASSEE

March 28, 1996

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

RECEIVED
04/12/96 10:01:00
*****87.50 *****87.50

Re: A.C. MOTORS, INC.

We enclose Articles of Amendment for the above-noted corporation, in duplicate, for due process of registration with your offices.

The appropriate fees of \$87.50 are also enclosed. Please return certified copies of Articles of Amendment directly to us on behalf of our client.

We will appreciate your expediting this request. Should you have any questions or require any further information, please call us collect at (954) 565-9903.

Thank you for your attention to the above.

Very truly yours,

CRANDELL AND ASSOCIATES, INC.

Maureen Thomas

Maureen A. Thomas
FOR THE FIRM

MAT/bh
enclosures

N. HENDERSON APR 15 1996

Amend.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED
96 APR 11 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607 Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is: A.C. MOTORS, INC.

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation:

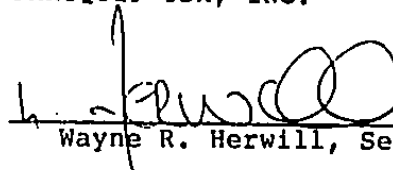
Article One: Name is amended to PARTQUIP USA, INC.

THIRD:

The amendment was adopted by all shareholders of the corporation on the 31 day of March, 1996.

PARTQUIP USA, INC.

By:


Wayne R. Herwill, Secretary