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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

497 M. C. WALKER ST.

STATE OF FLORIDA

200

109 EAST GUNN STREET

MIAMI FL 33135-

3308 3117

TALLAHASSEE FL 32304

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FAX: (904) 922-4000

PHONE: (305) 541-3094

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: N. A. INDUSTRIAL FRICTION TRADE, INC.

FAX AUDIT NUMBER: H96000007183

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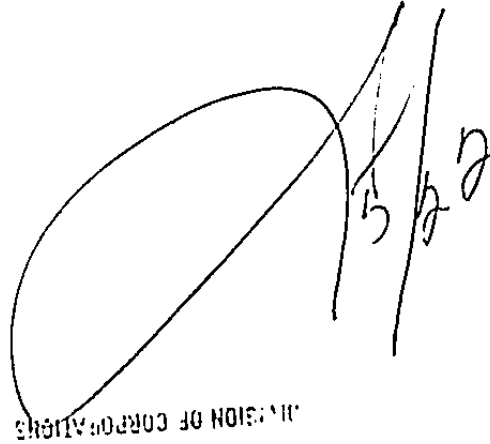
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TALLAHASSEE, FLORIDA

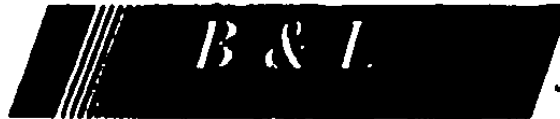


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④  
B & L Business  
Elyane Becktinger  
141 NE 3rd Ave. #200  
Miami, FL 33131  
(305) 373-6211

## ARTICLES OF INCORPORATION

### ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS: N. A. INDUSTRIAL FRICTION TRADE, INC.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

10008 NW 53rd STREET  
SUNRISE, FL. 33351

### ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

### ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES AT ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

### ARTICLE IV -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR 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 V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

10008 NW 53rd STREET  
SUNRISE, FL. 33351

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

WILLIAM JAVERT VIANA PEREIRA

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TALLAHASSEE, FLORIDA

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#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 2 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

WILLIAM JAVERT VIANA PEREIRA  
PRESIDENT / DIRECTOR

DURBAN ARAUJO FERREIRA  
SECRETARY / DIRECTOR

#### ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

WILLIAM JAVERT VIANA PEREIRA  
10008 NW 53rd STREET  
SUNRISE, FL. 33351

#### ARTICLE VIII - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

#### ARTICLE IX - MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

#### ARTICLE X - BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 20th DAY OF MAY OF 1996.

  
Incorporator

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**B & L**

**CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

THAT N.A. INDUSTRIAL FRICTION TRADE, INC. DESIRING TO ORGANIZE UNDER  
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE  
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:

**WILLIAM JAVERT VIANA PERREIRA**

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

**ACKNOWLEDGMENT:**

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

**N.A. INDUSTRIAL FRICTION TRADE, INC.**

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE  
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF  
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE  
APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS:

20th DAY OF MAY, 1996.

  
Registered Agent

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STATE OF FLORIDA)  
COUNTY OF DADE )

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE  
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED;

WILLIAM JAVERT VIANA PEREIRA,

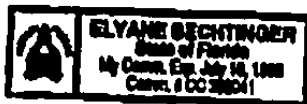
KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF  
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL  
SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 20th DAY OF MAY, 1996.

  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My commission expires:



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96 MAY 22 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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