

P96000060190

6146 SE. Riverboat Drive,
Stuart,
Florida 34997

July 12, 1996

Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee
Florida 32399

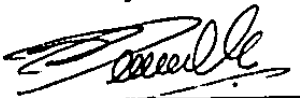
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MD

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for **Sabre Automotive Inc.**
along with a check in the amount of \$70.00 for filing fee and designation of
registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the
filing date stamped on it.

Thank you.



John Donnelly

FILED
96 JUL 16 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles of Incorporation

1. The name of the corporation is:

SABRE AUTOMOTIVE INC.

2. The principal place of business and mailing address of the corporation is:

6146 SE. RIVERBOAT DRIVE, STUART, FLORIDA 34997

3. The corporation shall have the authority to issue **100,000** shares of common stock, in one class only, each with a par value of **\$0.10**.

4. The registered agent of the corporation is **John Donnelly** and the registered address is **6146 SE. Riverboat Drive, Stuart, Florida 34997**

5. The initial Board of Directors shall have **1** member whose name and address is as follows: **John Donnelly 6146 SE. Riverboat Drive, Stuart, Florida 34997**.

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

6. The incorporator of this corporation is **John Donnelly** whose address is **6146 SE. Riverboat Drive, Stuart, Florida 34997**

Dated July 12, 1996



Incorporator

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 am familiar with and accept the obligations of my position as registered agent.

Dated July 12, 1996



Registered Agent

P96000060190

SABRE

Automotive, Inc.

toll-free 1-800-248RE 96

e-mail Sabreflate@aol.com

900002102229--9
-03/03/97--01052--003
*****43.75 *****43.75

February 26, 1997

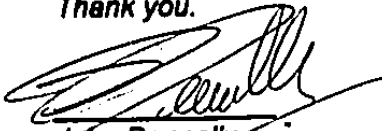
Division of Corporations
P.O.Box 6327
Tallahassee
Florida 32314

Dear Division of Corporations:

Enclosed please find Articles of Amendment for **Sabre Automotive, Inc.** along with a check in the amount of \$43.75 for filing fee and certificate of status.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank you.


John Donnelly

Amend NC

TEL MAR 5 1997

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR -3 AM 9:48

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR -3 AM 9:48

SABRE AUTOMOTIVE, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

Article 1. The name of the corporation shall change from **SABRE AUTOMOTIVE, INC.** to **SABRE DESIGN & ENGINEERING, INC.**

Article 2. The principal place of business and mailing address of the corporation shall change to **895-4 NE. DIXIE HIGHWAY, JENSEN BEACH, FLORIDA 34957.**

SECOND: The date of each amendment's adoption shall be **1st. March 1997**

THIRD: Adoption of amendments:

The amendments were adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 25th. Day of February, 1997



JOHN DONNELLY

Incorporator