

P 960000 60498

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

No 52813

RE:

Precision Machined Engineering Inc.

	C.O. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

F. CHESLER JUL 19 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/19		
TIME	9:30		CK No.
BY	21		

WALK-IN
Will Pick Up _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit Invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF**

PRECISION MACHINED ENGINES, INC.

The undersigned, acting as an incorporator of the corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be:

PRECISION MACHINED ENGINES, INC.

ARTICLE II. DURATION.

This corporation shall have perpetual existence.

ARTICLE III. PURPOSES

The purposes for which the incorporation is organized are to engage in a general engine automotive manufacturing and remanufacturing automotive repair and service and automotive mercantile business and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all things incidental to them or connected with them that are not forbidden by Florida corporation laws or other laws or by these Articles of Incorporation and to carry out the said purposes in any state, territory, district or possession of the United States or in any foreign country to the extent that these purposes are not forbidden by the laws of said state, territory, district or possession of the United States or foreign country.

FILED
96 JUL 19 AM 10:17
TALLAHASSEE, FLORIDA

ARTICLE IV. AUTHORIZED SHARES

The aggregate number of shares of stock the corporation shall have the authority to issue is One Thousand (1,000) shares of \$1.00 par value common stock which shall be designated "common shares". Said shares shall be of a single class and shall have the par value as stated herein. All issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to natural persons, estates or trusts as defined in Section 1361(c)(2) or any amendment or successor sections thereto of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a non-resident alien. Any shareholder who wishes to sell or otherwise transfer to any other shareholder or to a third party, the corporation, upon resolution of the Board of Directors, shall have sixty (60) days to announce its intent to purchase the stock at par value. Any shareholder who wishes to sell stock as set forth above must advise the Board of Directors of its intent to sell or transfer stock and make said offer in writing to the corporation. Should the corporation not purchase the stock as set forth herein within sixty (60) days of the receipt of the written notice, said shareholder shall be authorized to sell or otherwise transfer his or her stock without limitation.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The address of the initial registered agent is:

502 Turner Camp Road
Inverness, Florida 34450

and the name of the initial registered agent at such address is:

RICK A. SUGGS

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member who shall be RICK A. SUGGS and who shall serve as director until the first annual meeting of the shareholders or until his successor shall have been elected and qualified. The address of the initial director is:

502 Turner Camp Road
Inverness, Florida 34450

The number of members of the Board of Directors may be increased by a majority vote of shareholders.

ARTICLE VII. INITIAL INCORPORATOR

The name and address of the initial incorporator is:

RICK A. SUGGS

who resides at:

502 Turner Camp Road
Inverness, Florida 34450

ARTICLE VIII.

An affirmative vote of the majority of the shares of the corporation shall be required for any shareholder action.

ARTICLE IX.

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting with not less than a majority vote of the common stock.

ARTICLE X. PREEMPTIVE RIGHTS.

The holders of the common stock of this corporation shall have preemptive rights to purchase at prices, terms and conditions

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

Pursuant to the provisions of sections 607.0501 or 617.0501, 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.

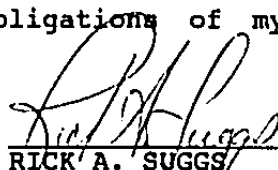
1. The name of the corporation is:

PRECISION MACHINED ENGINES, INC.

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

RICK A. SUGGS
502 Turner Camp Road
Inverness, Florida 34450

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.



RICK A. SUGGS

July 18, 1996
Date

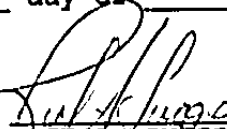
which shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, property or services from time to time in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder and all shares of common stock currently authorized (authorized and issued).

ARTICLE XI. PRINCIPAL OFFICE

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

502 Turner Camp Road
Inverness, Florida 34450

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation at Inverness, Citrus County, Florida on this the 18th day of July, 1996.



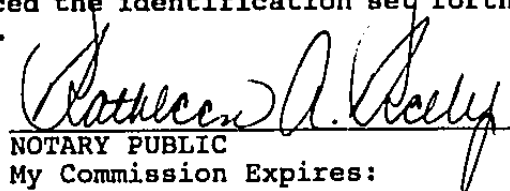
RICK A. SUGGS
Incorporator

STATE OF FLORIDA

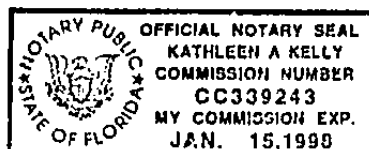
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 18th day of July, 1996 by RICK A. SUGGS, who is personally known to me or who produced the identification set forth below and who did not take an oath.

Identification Produced:
Florida Driver's License
No. S200-721-56-256-0
Expiration Date: 07-16-98



NOTARY PUBLIC
My Commission Expires:



FILED
96 JUL 19 AM 10:17
TALLAHASSEE, FLORIDA

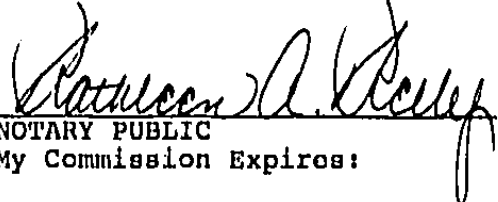
STATE OF FLORIDA

COUNTY OF CITRUS

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