

LAW OFFICES
BARRETT, CHAPMAN & RUTA
PROFESSIONAL CORPORATION

P96000069996

RICHARD LEE BARRETT
VICTOR L. CHAPMAN*
R. STEVEN RUTA
ANTOINETTE DIPALMA PLAINSTED
*ALSO ADMITTED IN GEORGIA

940 HIGHLAND AVENUE
ORLANDO, FLORIDA 32803

POST OFFICE BOX 833883
ORLANDO, FLORIDA 32883-3983

TELEPHONE (407) 859-8827
TELECOPIER (407) 848-1100

August 19, 1996

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

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-08/20/96--01151--020
*****122.50 *****122.50

Re: Axle World, Inc.

RETURN COPY VIA FEDERAL EXPRESS

Dear Sir/Madam:

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check for the sum of \$122.50 is enclosed to cover the filing fee and the expense of a certified copy.

Please file the original copy and return the certified copy to the undersigned via Federal Express in the enclosed envelope.

Thank you for your assistance in this matter. If you have any questions do not hesitate to contact me.

Very truly yours,

W. A. R. RUTA
R. STEVEN RUTA

EFFECTIVE DATE

8-15-96

RSR/emc
Enclosures

cc: Christopher A. Hill

AUG 22 1996

BSB

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 AUG 20 PM 12:25

FILED

**ARTICLES OF INCORPORATION
OF
AXLE WORLD, INC.**

FILED
96 AUG 20 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

EFFECTIVE DATE
8-15-96

ARTICLE I

NAME

The name of this corporation is **AXLE WORLD, INC.**

ARTICLE II

PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of the corporation is 606 Savage Court, Longwood, Florida 32750.

ARTICLE III

SHARES

The number of shares the corporation is authorized to issue is 5,000 shares par value of .01 dollars per share.

ARTICLE IV

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasurer of this corporation, in the ratio that the number of shares that he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, in inviting him to exercise his preemptive rights. This right may

also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and street of the initial Registered Agent and office of this corporation is R. Steven Ruta, Esq., Barrett, Chapman & Ruta, P.A., 940 Highland Avenue, Orlando, Florida 32803.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

Jeffrey Eschels

606 Savage Court
Longwood, FL 32750

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is Jeffrey Eschels, 606 Savage Court, Longwood, Florida 32750.

ARTICLE VIII

PURPOSE

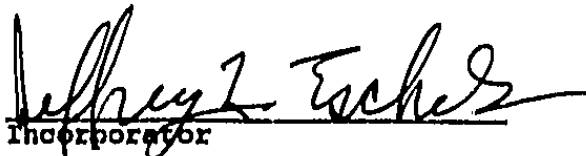
The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IX

EFFECTIVE DATE

Pursuant to Fla. Stat. §607.0203, the effective date of the corporate existence is five (5) days prior to the filing of these Articles of Incorporation with the State of Florida.

IN WITNESS WHEREOF, by the undersigned Incorporator has executed these Articles of Incorporation this 16 day of August, 1996.


Incorporator

Having been named as Registered Agent for the above-stated corporation, 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 and I accept the duties and obligations of §607.0505, Florida Statutes.


Registered Agent

FILED
96 AUG 20 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA