

P960000 73083

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. 1-800-342-0062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Patton Engine
and Transmissions 25

	O.O. FEE	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Att. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
Att. of Amend. File		
Dissolution/Withdrawal		
O U S.		
Fictitious Name File		
Name Reservation		
Annual Report/Maintenance	****122.50	****122.50
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	AAK		

WALK-IN Will Pick Up 9-4 12:00

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

RECEIVED
 96 SEP 14 AM 10 35
 DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
PANTHER ENGINE AND TRANSMISSION, INC.**

I, the undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is Panther Engine and Transmission, Inc.

ARTICLE II - DURATION

The existence of this corporation shall commence with the filing of these articles. The term of existence of this corporation is perpetual.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares all of one class, at \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

John N. Brugger, Esquire
600 Fifth Avenue South, Suite 207
Naples, Florida 34102

The initial street address of the principal office of the corporation in the State of Florida will be: 4380 Enterprise Avenue, Naples, Florida 34104.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws.

The names and addresses of the initial directors of this corporation are:

William Keith Nolen
4380 Enterprise Avenue
Naples, Florida 34104


Donald D. Meljac
4380 Enterprise Avenue
Naples, Florida 34104

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

John N. Brugger
600 Fifth Avenue South, Suite 207
Naples, Florida 34102

IN WITNESS WHEREOF, I have subscribed my name this 3rd day of September, 1996.



John N. Brugger

STATE OF FLORIDA
COUNTY OF COLLIER

On this 3rd day of September, 1993, before me, a Notary Public, the undersigned officer, personally appeared John N. Brugger to me known to be the person whose name is subscribed to the within instrument and he acknowledged that he executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I hereby set my hand and official seal.



Notary Public

My Commission Expires:



APPOINTMENT OF RESIDENT AGENT

STATE OF FLORIDA DEPARTMENT OF STATE

Certificate designating place of Business or Domicile for the Service of Process within this State, naming Agent upon whom process may be served and names and addresses of the Officers and Directors.

Panther Engine and Transmission, Inc., a corporation under the laws of the State of Florida, with its principal office at 4380 Enterprise Avenue, Naples, Florida 34104, has named John N. Brugger, Esquire, as its resident agent to accept service of process within this State.

OFFICERS

PRESIDENT	William Keith Nolen
VICE-PRESIDENT	Donald D. Meljac
SECRETARY	William Keith Nolen
TREASURER	Donald D. Meljac

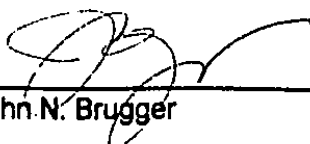
DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
William Keith Nolen	4380 Enterprise Avenue Naples, Florida 34104
Donald D. Meljac	4380 Enterprise Avenue Naples, Florida 34104

DATED: September 3, 1996

ACCEPTANCE

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



John N. Brugger

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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 \$ _____

*Added date of
subscription
& Removed
"initial"
for Alice*

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY *AKK* _____

WALK-IN 929 1110
WM Pick Up

RE: Panther Engine
and Transmission

	C.O. FEE	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
U.S.		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing	600001353936	
	09/24/96 01001	
	000007.50 000007.50	
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep		
FAX ()	pgs.	
SUBTOTALS		

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 AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

PANTHER ENGINE AND TRANSMISSION, INC.

FILED
96 SEP 23 PM 4:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Florida Statutes §607.1006, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article V, be and it hereby is amended to read as follows:

ARTICLE VI - REGISTERED OFFICE AND AGENT

The name and address of the registered agent and office of this corporation is as follows:

Donald D. Meljac
4380 Enterprise Avenue
Naples, Florida 34104

The initial street address of the principal office of the corporation in the State of Florida will be: 4380 Enterprise Avenue, Naples, Florida 34104.

2. Article VI, be and it hereby is amended to read as follows:

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one director. The number of directors may be either increased or decreased from time to time by the Bylaws.

The name and address of the director of this corporation is:

Donald D. Meljac
4380 Enterprise Avenue
Naples, Florida 34104

3. The Appointment of Resident Agent Section shall be and it hereby is amended to read as follows:

APPOINTMENT OF RESIDENT AGENT

STATE OF FLORIDA DEPARTMENT OF STATE

Certificate designating place of Business or Domicile for the Service of Process within this State, naming Agent upon whom process may be served and names and addresses of the Officers and Directors.

Panther Engine and Transmission, Inc., a corporation under the laws of the State of Florida, with its principal office at 4380 Enterprise Avenue, Naples, Florida 34104, has named Donald D. Meljac, as its resident agent to accept service of process within this State.

OFFICERS

PRESIDENT	Donald D. Meljac
VICE-PRESIDENT	Donald D. Meljac
SECRETARY	Donald D. Meljac
TREASURER	Donald D. Meljac

DIRECTORS

NAME

ADDRESS

Donald D. Meljac

4380 Enterprise Avenue
Naples, Florida 34104

DATED: September 13, 1996

ACCEPTANCE

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


Donald D. Meljac

The foregoing amendments were adopted by the Board of Directors without shareholder action and shareholder action was not required due to the fact that no corporate shares have been issued at this time. The date of adoption of these amendments by the Board of Directors is September 13, 1996.

Signed this 13th day of September, 1996.



William Keith Nolen, Director



Donald D. Meljac, Director

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared William Keith Nolen and Donald D. Meljac, the Board of Directors for Panther Engine and Transmission, Inc., to me known to be the persons who executed the foregoing Articles of Amendment and they acknowledged before me that they executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I hereby set my hand and official seal this 13th day of September, 1996.



Notary Public

My Commission Expires:

