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TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: FREEBORN & FREEBORN, P.A.
075142002301

ACCT#:

CONTACT: JOHN F FREEBORN
PHONE: (813)733-1900
(813)733-6362

FAX #:

NAME: STANDARD INDUSTRIAL PARTS, INC.

AUDIT NUMBER.....H96000017463

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
STANDARD INDUSTRIAL PARTS, INC.**

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The undersigned Incorporator to these Articles of Incorporation, a natural person, competent to contract, does hereby form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME. The name of this Corporation is STANDARD INDUSTRIAL PARTS, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS. The principal place of business of this Corporation is 1340 Bayshore Blvd., #5, Dunedin, Florida 34698.

ARTICLE III - DURATION. This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV - BUSINESS. This Corporation is organized for the following businesses and purposes:

Trade in industrial parts and goods and specialty parts for machinery. The Corporation shall be authorized to transact any and all lawful businesses for which Corporations may be incorporated under the laws of the State of Florida, subject to the limitation by Chapter 621, Florida Statutes.

FB110790
John F. Freeborn
Freeborn & Freeborn, P.A.
2494 Bayshore Blvd. Ste. 200
Dunedin, FL 34698
Fla. Bar 0520403

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ARTICLE V - CAPITAL STOCK. The maximum number of shares of stock authorized to be issued by this Corporation is 100 shares of capital stock of the par value of \$1.00 each, all of which shall have the same rights and privileges.

ARTICLE VI - PREEMPTIVE RIGHTS. The Shareholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this Corporation is: 1340 Bayshore Blvd., #5, Dunedin, Florida 34698, and the name of the individual registered agent of this Corporation at that address is: HARDY OTTO. The Corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town in this state or any other State or Country, as may be approved by its Board of Directors.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS. This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial Directors of this Corporation are:

KLAUS H. PHILIPP
Kastanienweg 15
D-57319 Bad Berleburg
Germany

WALDEMAR PODLICH
Kastanienweg 11
D-57319 Bad Berleburg
Germany

HARDY OTTO
1340 Bayshore Blvd., #5
Dunedin, FL 34698

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ARTICLE IX - INDEMNIFICATION. The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.


ARTICLE X - INCORPORATOR. The name and address of the person signing these Articles of Incorporation is:

KLAUS H. PHILIPP
Kastanienweg 15
D-57319 Bad Berleburg
Germany

HARDY OTTO
1340 Bayshore Blvd., #5
Dunedin, FL 34698

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation of STANDARD INDUSTRIAL PARTS, INC., this 6th day of December, 1996.


KLAUS H. PHILIPP

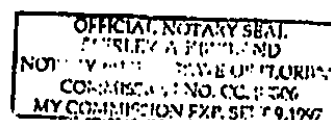

HARDY OTTO

STATE OF FLORIDA
COUNTY OF PINELLAS

I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, KLAUS H. PHILIPP and HARDY OTTO, to me personally known and known to me to be the individuals described in (or who produced Passport - Pinellas Co. Florida as identification), who took an oath and who acknowledged that the instrument was freely and voluntarily executed for the purposes therein expressed.

WITNESS my hand and official seal, this 6th day December, 1996.


NOTARY PUBLIC
My Commission Expires:

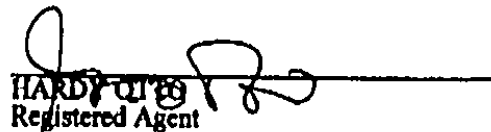


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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for the Florida Corporation. I am familiar with, and accept the obligations of, Section 607.325 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned Registered Agent has executed these Articles of Incorporation of STANDARD INDUSTRIAL PARTS, INC. this 6th day of December, 1996.


HARDY C. B.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA