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TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

FAX #: (904)922-4001
ACCT#: 072450003255
FAX #: (305)541-3770

NAME: NATIONAL CATALYTIC CONVERTERS, INC.
AUDIT NUMBER.....H97000001318
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
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EMPIRE CORPORATE KIT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NATIONAL CATALYTIC CONVERTERS, INC.

ARTICLE I - NAME

The name of the corporation is: NATIONAL CATALYTIC CONVERTERS, INC.

ARTICLE II - DURATION

EFFECTIVE DATE

1-21-97

This corporation shall be perpetual commencing the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

- a. Any and all lawful business.
- b. Pursue its purposes and business in any and all locations foreign and domestic.
- c. Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
- d. Buy and sell real and personal property of any nature whatsoever.
- e. Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
- f. Import and export wares, goods and merchandise of any nature whatsoever.
- g. Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
- h. Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.

This document prepared by/
Record and Return to:
DONALD N. JACOBSON, ESQUIRE
4400 North Federal Highway
Suite 210
Boca Raton, Florida 33431
Telephone: (561) 338-8610
Florida Bar No: 0544098

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i. Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.

j. Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.

k. Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.

l. Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporations.

m. Guarantee performance by any other person and/or entity.

In general, this corporation may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock at ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal place of business for NATIONAL CATALYTIC CONVERTERS, INC. is: 272 Northwest 1st Street, No. 71, Deerfield Beach, Florida 33441.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of this corporation is:

DAVID L. MCGOVERN
272 Northwest 1st Street, No. 71
Deerfield Beach, Florida 33441
(800) 601-1332

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one (1). The name(s) and address(es) of the director(s) of this corporation are:

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NAMEADDRESS

David L. McGovern

272 Northwest 1st Street
No. 71
Deerfield Beach, Florida 33441

Jeffrey Gold

272 Northwest 1st Street
No. 71
Deerfield Beach, Florida 33441ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Donald N. Jacobson, Esquire
4400 North Federal Highway
Suite 210
Boca Raton, Florida 33431ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of January, 1997.

[Signature]

[Signature]

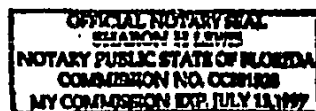
[Signature]

DONALD N. JACOBSON, ESQUIRE

STATE OF FLORIDA

COUNTY OF Deer Beach) SS.
~~DEER BEACH~~

The foregoing Articles of Incorporation were acknowledged before me this 21st day of January, 1997, by DONALD N. JACOBSON, who is personally known to me and who did take an oath.



[Signature]
NOTARY PUBLIC - STATE OF FL.
My Commission Expires: 7-11-97
My Commission Number: 00000000

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance with Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST; That NATIONAL CATALYTIC CONVERTERS, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Deerfield Beach, Broward County, State of Florida, has named DAVID L. MCGOVERN, 272 Northwest 1st Street, No. 71, Deerfield Beach, Florida 33441 as its registered agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I heraby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


DAVID L. MCGOVERN
REGISTERED AGENT

JANUARY 24, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA