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LAW OFFICES

FILED

GARY M. KRASNA, P.A.

1900 CORPORATE BOULEVARD, N.W. FEB 12 PM 3:28
SUITE 301, WEST BUILDING
BOCA RATON, FLORIDA 33431

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Telephone: 561-995-9191
Telecopier: 561-995-7775
E-Mail: 105153.3360@Compuserve.Com

Dade Office:
7101 SW 102nd Avenue
Miami, Florida 33173
Telephone: 305-595-8791
Telecopier: 305-595-5400

February 7, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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****131.25 ****131.25

SUBJECT: USA TRANSAXLE CORP.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$131.25 covering the filing fee, certified copy and certificate of good standing fees. If you have any questions, please feel free to contact me at the above address and phone.

Thank you in advance for your cooperation in this matter.

Very truly yours,
GARY M. KRASNA, P.A.



Gary M. Krasna

PKH
2/11/97

ARTICLES OF INCORPORATION
OF

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USA TRANSAXLE CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is USA TRANSAXLE CORP.

ARTICLE II

The existence of the corporation shall be perpetual and shall begin on the date these articles are filed with the Florida Department of State.

ARTICLE III

The street address of the principal office of the Corporation is 22263 Larkspur Trail, Boca Raton, Florida 33433.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000, all of which shall be Common Shares, with a par value of \$.01 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1900 Corporate Boulevard, N.W., Suite 301W, Boca Raton, Florida 33431. The initial registered agent for the Corporation at that address is Gary M. Krasna.

ARTICLE VI

The corporation is formed to engage in any activity permitted under the laws of the State of Florida.

ARTICLE VII

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

Name

Address

Gary M. Krasna

1900 Corporate Boulevard, N.W.,
Suite 301W
Boca Raton, Florida 33431

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ARTICLE VIII

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The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

90.001 STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of February, 1997



Name: Gary M. Krasna

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for USA TRANSAXLE CORP. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Name: Gary M. Krasna

Date: February 7, 1997