

GROSSE & TRITT

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
2222 PARK STREET
JACKSONVILLE, FLORIDA 32204

A BARRY GROSSE
ARNOLD D. TRITT, JR.
GREG T. FORHSE

TELEPHONE
904/387-2744

* ALSO MEMBER OF GEORGIA BAR

February 7, 1997

FAX/MILE
904/387-2748

99700015630

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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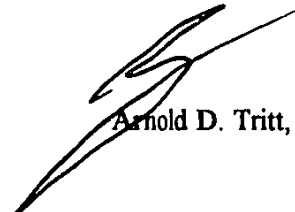
Re: National Powertrain, Inc.

To Whom It May Concern:

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,



Arnold D. Tritt, Jr.

ADT/lfk
enclosures
cc: File

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FILED
97 FEB 14 AM 10: 01
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION
OF
NATIONAL POWERTRAIN, INC.

FILED
97 FEB 14 AM 10:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida to begin business immediately.

ARTICLE I.

NAME

The name of this corporation is: **NATIONAL POWERTRAIN, INC.**

ARTICLE II.

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: To engage in any business or activity permitted under the laws of the United States and of this state.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares, merchandise,

real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copy rights, trademarks and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted in this type of corporation under Florida law, and all powers subsequently authorized or granted by law to provide corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of voting Common Stock of par value of \$1.00 per share.

ARTICLE IV.

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$1,000.00.

ARTICLE V.

TERM OF EXISTENCE

This corporation is to have perpetual existence. Corporate existence shall commence effective with the filing of these Articles with the Secretary of State.

ARTICLE VI.

ADDRESS

The initial address of the principal office of this corporation in the State of Florida is 2014-1 West Beaver Street, Jacksonville, Florida 32209. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII.

DIRECTORS

This corporation shall have **TWO (2)** Directors, initially. The number of Directors may be increased or decreased from time to time by by-laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII.

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

	<u>Name</u>	<u>Address</u>
1.	ANDREW T. HARRIS	1747 Seminole Road, Atlantic Beach, FL 32233
2.	ELSIE D. HARRIS	3781 Cathedral Oaks Place, S., Jacksonville, FL 32217

ARTICLE IX.

INCORPORATOR

The name and post office address of the subscriber to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
ARNOLD D. TRITT, JR., ESQUIRE	2222 Park Street, Jacksonville, FL 32204

ARTICLE X.

REGISTERED AGENT

The name of the initial registered agent of this corporation upon whom service of process may be made is **ARNOLD D. TRITT, JR., ESQUIRE**, whose address is **2222 PARK STREET, JACKSONVILLE, FLORIDA 32204.**

I hereby accept the designation of Registered Agent.


ARNOLD D. TRITT, JR., ESQUIRE

ARTICLE XI.

POWERS OF DIRECTORS

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the bylaws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

To determine and fix the compensation of officers, directors, agents and employees of this corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or any stock option plan or program or any other benefit plan or program, and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with officers, directors, agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. The interest of any director in any of the foregoing matters shall not disqualify such director from

participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the board of directors in respect of such matters.

In accordance with the provisions of Florida Statutes, to designate from among its members an Executive Committee which shall have and may exercise all the authority of the Board of directors, except as limited by applicable statutory provisions.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at the stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the board of directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the corporation, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

The corporation may in its bylaws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Both stockholders and directors shall have power, if the bylaws so provide, to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the

books of this corporation (subject to the provisions of the statutes) inside or outside of the State of Florida at such places as may be from time to time designated by the board of directors.

ARTICLE XII.

AMENDMENT

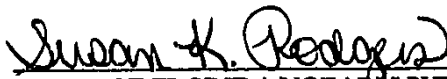
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote hereon.


ARNOLD D. TRITT, JR., ESQUIRE
INCORPORATOR

STATE OF FLORIDA }

COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this 11th day of February, 1997, by ARNOLD D. TRITT, JR., who is personally known to me (~~or who has produced _____ as identification~~) and who did take an oath.


STATE OF FLORIDA/NOTARY PUBLIC
PRINTED NAME: _____
MY COMMISSION EXPIRES: _____



Susan K Rodgers
My Commission CC886791
Expires Oct. 13, 2000

FILED
97 FEB 14 AM 10:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA