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TALLAHASSEE, FLORIDA

JIMMIE D. WRIGHT
628 Radnor Lane
Jacksonville, FL 32221
August 16, 1996

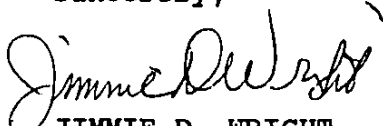
Department of State
Corporate Records
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir:

Attached are the Articles of Incorporation and the Certificate Designating Place of Business and the Agent upon whom process may be served for Wright Automotive, Inc. I am also enclosing a check in the amount of \$122.50. If any additional information is needed, you may contact me at the above address or by telephone at (904) 781-4007.

Thank you very much.

Sincerely,


JIMMIE D. WRIGHT

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ARTICLES OF INCORPORATION

OF

WRIGHT AUTOMOTIVE, INC.

ARTICLE I - NAME

The name of this Corporation shall be:

WRIGHT AUTOMOTIVE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting
any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of one
dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this
corporation is 628 RADNOR LANE, JACKSONVILLE, FL 32221
and the name of the initial registered agent of this corporation
at that address is Jimmie D. WRIGHT

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CLERK OF COURT
JACKSONVILLE, FL

ARTICLE VI – INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director initially.

The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one

(1). The name and address of the initial directors of this corporation is:

Jimmie D. Wright
628 Radnor Lane
Jacksonville, FL 32221

Carolyn E. Wright
628 Radnor Lane
Jacksonville, FL 32221

ARTICLE VII – INITIAL OFFICERS

The initial officers of this corporation are:

President – Jimmie D. Wright
628 Radnor Lane
Jacksonville, FL 32221

Secretary – Carolyn E. Wright
628 Radnor Lane
Jacksonville, FL 32221

ARTICLE VIII – INCORPORATOR

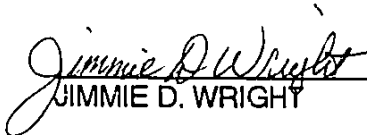
The name and address of the person signing these articles is:

Jimmie D. Wright
628 Radnor Lane
Jacksonville, FL 32221

ARTICLE IX – Amendment

This corporation reserves the right to amend or repeal any provision 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 subscribers have executed these articles of incorporation this 16 day of August, 1996.


JIMMIE D. WRIGHT

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared JIMMIE D. WRIGHT, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16th day of AUGUST, 1996.


Notary Public, State of Florida
at Large
My commission expires:



JOHN B. WARE
COMMISSION # CC 302949
EXPIRES JUL 20, 1997
Atlantic Bonding Co., Inc.
800-732-2245

**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 of chapter 48.091, Florida Statutes, the

following is submitted in compliance with said Act:

WRIGHT AUTOMOTIVE, INC., desiring to organize under the laws of the
State of Florida with its principal office, as indicated in the
Articles of Incorporation at 628 Radnor Lane, Jacksonville,
Florida 32221, has named JIMMIE D. WRIGHT as its agent to accept
service of process within this state.

ACKNOWLEDGEMENT:

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

This 16TH day of AUGUST, 1996.


JIMMIE D. WRIGHT

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JACKSONVILLE
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