

PHONE • 904 435 1100
FACSIMILE • 904 438 4244

EDSEL F.
MATTHEWS
JR., P.A.
ATTORNEY AT LAW

REAL ESTATE DEPARTMENT
904 435-1008

408 SOUTH JEFFERSON STREET • PENSACOLA, FLORIDA 32501

P97000027474
March 18, 1997

Secretary of State
Corporate Division
Post Office Box 6327
The Capitol
Tallahassee, Florida 32304

EFFECTIVE DATE
3-18-97

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-03/24/97--01020--007
*****70.00 *****70.00

Re: Quality Remanufactured Engines, Inc.

Dear Sir or Madam:

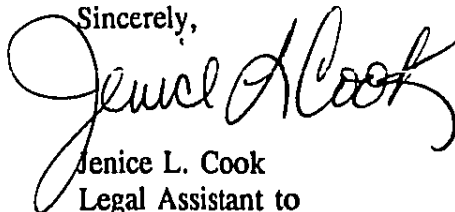
I am enclosing herewith an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

Filing fee	35.00
Registered agent fee	<u>35.00</u>
TOTAL	\$70.00

Please file the original of the enclosed Articles of Incorporation and return a conformed copy to the undersigned.

Please do not hesitate to contact this office should you have any questions or require any additional information. Your prompt attention to this matter would be greatly appreciated.

Sincerely,



Jenice L. Cook
Legal Assistant to
EDSEL F. MATTHEWS, JR., ESQUIRE

/jc
Enclosure(s)

P. CHESNA

MAR 27 1997

FILED
97 MAR 24 AM 9:31
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
3-18-92

ARTICLES OF INCORPORATION

OF

QUALITY REMANUFACTURED ENGINES, INC.

FILED
97 MAR 24 AM 9:31
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I - NAME & ADDRESS

The name of this corporation is Quality Remanufactured Engines, Inc. and the address of the corporation is 2253 Detroit Boulevard, Pensacola, Florida 32534.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these articles of incorporation.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V - AMENDMENT OF ARTICLES

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.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 308 South Jefferson Street, Pensacola, Florida 32501, and the name of this corporation's initial registered agent is Edsel F. Matthews, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is two (2) whose names and addresses are Hilson Ragas of 2253 Detroit Boulevard, Pensacola, Florida 32534 and Jason Ragas of 2253 Detroit Boulevard, Pensacola, Florida 32534.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is Edsel F. Matthews, Jr., 308 Jefferson Street, Pensacola, Florida 32501.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 18th day of March, 1997.



ESEL F. MATTHEWS, JR.

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me the undersigned authority in and for the said State and County personally appeared Edsel F. Matthews, Jr. to me well known to be the person described in and who freely and voluntarily subscribed the foregoing articles of incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 18th day of March, 1997.



OFFICIAL SEAL
Jenice L. Cook
My Commission Expires 12/8/97
Commission #CC 335027

Jenice L. Cook
Notary Public
My Commission Expires: 12-8-97

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Edsel F. Matthews, Jr., hereby accept the appointment as registered agent for Quality Remanufactured Engines, Inc. as set forth in its Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 18th day of March, 1997.

Edsel F. Matthews, Jr.
Edsel F. Matthews, Jr.

FILED
97 MAR 24 AM 9:31
TALLAHASSEE, FLORIDA