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LAW OFFICES ♦ DENNIS E. STONE

45 Northwest 8th Street, Suite #107 ♦ Homeslead, Florida 33030 ♦ (305) 246-4630 ♦ Fax (305) 248-4947

June 12, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: All Transmissions, Inc.
Articles of Incorporation

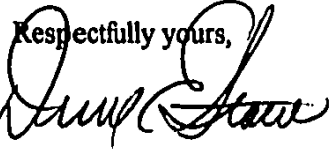
Dear Sir/Madam:

I have enclosed with this letter an original and one copy of the Articles of Incorporation for the above named corporation, together with my check in the sum of \$78.75, payable to the Department of State, which check represents the following fees:

Filing fee	\$ 35.00
Certificate	\$ 8.75
Registered Agent fee	\$ 35.00
Total	\$78.75

Please file the original of the Articles of Incorporation and return a dated stamped copy, together with the Certificate to the undersigned attorney

Your prompt attention to this matter would be greatly appreciated.

Respectfully yours,


Dennis E. Stone

encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALL TRANSMISSIONS, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of incorporation for such corporation:

1. **NAME** The name of this Corporation is: **ALL TRANSMISSIONS, INC.**
2. **ADDRESS** The street address of the initial principal office and the mailing address of the corporation is: 627 West Mowry Street, Homestead, Florida 33030
3. **SHARES** The number of shares the corporation is authorized to issue is 1,000 shares of common stock having \$1.00 par value per share.
4. **DURATION** The period of duration of this Corporation is perpetual.
5. **NATURE OF BUSINESS**

The purposes for which the Corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida and to carry on in any capacity any business or trade deemed legal in the State of Florida or any other state, country, territory or nation.

6. **DIRECTORS/OFFICERS**

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the initial Director and officers, who shall hold office until the organization meeting of this Corporation and/or until any successor is elected are:

Paul F. Gulhan
Director and President

22390 SW 127 Avenue
Miami, Florida 33170

Jeffrey D. Hereld
Director/Secretary and Treasurer

29445 SW 154 Court
Leisure City, Florida 33033

7. **INCORPORATORS**

The names and addresses of the INCORPORATORS are:

Paul F. Gulhan
22390 SW 127 Avenue
Miami, Florida 33170

Jeffrey D. Hereld
29445 SW 154 Court
Leisure City, Florida 33033


8. **INITIAL REGISTERED OFFICE AND AGENT**

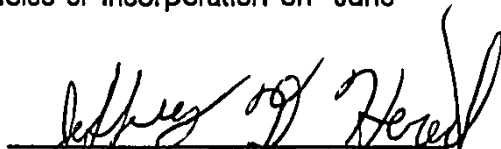
The name and street address of the initial registered agent is:
Paul F. Guihan, 627 West Mowry Drive, Homestead, FL 33030

9. **INDEMNIFICATION**

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

IN WITNESS WHEREOF, the undersigned Incorporators of **ALL TRANSMISSIONS INC.**, have executed these Articles of Incorporation on June 15, 1997.


Paul F. Gulhan, Incorporator


Jeffrey D. Hereld, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned **Paul F. Guihan**, having been designated and named as registered agent for **ALL TRANSMISSIONS, INC.**, and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, do hereby accept the appointment as registered agent for said corporation and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: June 15, 1997



Paul F. Guihan, as
Registered Agent