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September 15, 1997

Secretary of State  
Corporate Division  
PO Box 6327  
Tallahassee, FL 32314

RE: AUTO DYNAMICS, INC.  
ARTICLES OF INCORPORATION

500002295505--3  
-09/17/97--01066--001  
\*\*\*122.50 \*\*\*122.50

Dear Sir/Madam:

Enclosed for filing, please find the original Articles of Incorporation of AUTO DYNAMICS, INC., together with a copy. Also enclosed is a check in the sum of \$122.50 in payment of the filing fee, certified copy and registered agent designation.

Thank you for your assistance.

Sincerely yours,



THOMAS V. CLOSE

TVC:tr  
enclosures

FILED  
97 SEP 17 PM 4: 13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL SEP 18 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**AUTO DYNAMICS, INC.**

**FILED**  
97 SEP 17 PH 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

**ARTICLE I - NAME**

The name of this Corporation is AUTO DYNAMICS, INC.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing upon filing with the Secretary of State.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have to issue is 1,000, all of which shall be common shares with par value of \$1.00 (one dollar).

**ARTICLE V - PREEMPTIVE RIGHTS GRANTED**

Each Shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 12794 W. FOREST HILL BLVD., #11A, WELLINGTON, FL 33414, and the name of the initial registered agent of this Corporation at that address is THOMAS V. CLOSE, ATTORNEY AT LAW.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have 1 director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The name and address of the initial Board of Directors of this Corporation are:

EDUARDO PIRES  
2580 FAIRWAY ISLAND DRIVE, WELLINGTON, FL 33414

CHESTER BALTUSKOUIS  
1505 TROPICAL DRIVE, LAKE WORTH, FL 33460

**ARTICLE VIII - INCORPORATORS**

The name and address of each person signing these Articles is:

EDUARDO PIRES  
2580 FAIRWAY ISLAND DRIVE, WELLINGTON, FL 33414

**ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any officer, director, or any former officer or director, to the full extent permitted by law.

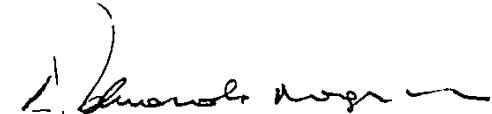
**ARTICLE X - AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

**ARTICLE XI - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

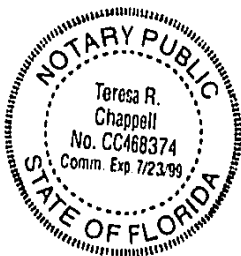
IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation, this 12<sup>th</sup> day of Sept, 1997.


  
\_\_\_\_\_  
EDUARDO PIRES, INCORPORATOR

STATE OF FLORIDA, COUNTY OF PALM BEACH }

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared EDUARDO PIRES, personally known to me, or who provided a Florida driver's license as identification, who acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 12 day of September, 1997.



  
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NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires: 7/23/99  
CC468374

STATE OF FLORIDA  
DEPARTMENT OF STATE

FILED  
97 SEP 17 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT AUTO DYNAMICS, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 7111 NORTON AVENUE, BAY 6&7, WEST PALM BEACH, COUNTY OF PALM BEACH, FLORIDA 33405, HAS NAMED THOMAS V. CLOSE, ATTORNEY AT LAW, REGISTERED AGENT, LOCATED AT 12794 W. FOREST HILL BLVD., #11A, WELLINGTON, FL 33414, COUNTY OF PALM BEACH, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
EDUARDO PIRES, INCORPORATOR

DATE: Sept 12, 1997

ACCEPTANCE:

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

  
THOMAS V. CLOSE, ATTORNEY AT LAW  
REGISTERED AGENT

DATE: 9/12/97