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John J. Peters
J. Salvatore
Joseph D. Zaleski

Quarles & Brady

September 14, 1997

Secretary of State
Corporate Division
P. O. Box 6327
Tallahassee, Florida 32304

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Re: Ace Transmissions of Bonita, Inc.

Dear Sir:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation for Ace Transmissions of Bonita, Inc., A Florida Corporation.
2. Check payable to Secretary of State in the amount of \$122.50 representing the following fees and costs:

Filing Fee	\$35.00
Resident Agent Fee	35.00
Certified Copy of Articles	52.50

Total \$122.50

Please return the certified copy of the Articles of Incorporation to this office upon acceptance and filing of the same.

Thank you for your assistance in this matter.

Sincerely yours,

QUARLES & BRADY

Thomas E. Maloney
Thomas E. Maloney

TEM/KP
Enclosures

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ARTICLES OF INCORPORATION
OF

ACE TRANSMISSIONS OF BONITA, INC.

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

The name of the corporation is ACE TRANSMISSIONS OF BONITA, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The corporation shall have authority to issue Seven Thousand (7,000) shares, all of one class, One (\$1.00) Dollar par value.

ARTICLE V

The principal place of business and mailing address of its registered office is 1200 Central Avenue, Naples, Florida 34102.

ARTICLE VI

The name and address of the initial registered agent is:

NAME

ADDRESS

RAYMOND W. DeVRIES

1200 Central Avenue
Naples, FL. 34102

ARTICLE VII

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the bylaws, but shall never be less

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than one (1). The corporation shall have one (1) director initially, and the name and address of the initial director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
RAYMOND W. DeVRIES	1200 Central Avenue Naples, FL. 34102

ARTICLE VIII

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

The name and address of the incorporator is:

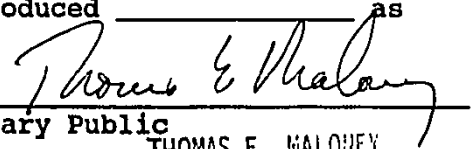
<u>NAME</u>	<u>ADDRESS</u>
RAYMOND W. DeVRIES	1200 Central Avenue Naples, FL. 34102

DATED: Sept 23, 1997.


RAYMOND W. DeVRIES

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on the 23 day of SEPT, 1997, by RAYMOND W. DeVRIES, who (☒) is personally known to me, or () produced _____ as identification.


Notary Public

THOMAS E. MALONEY

Print Name of Notary Public
State of Florida
My Commission Expires:



Thomas E. Maloney
MY COMMISSION # CC489885 EXPIRES
November 21, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been designated as the Registered Agent of the above-named corporation to accept service of process for said corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agrees to act in this capacity and 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.


RAYMOND W. DeVRIES
Registered Agent

DATE: 9-23-97

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