

P97000085449

Q ENGINE COMPONENTS, INC.

500 NE 25 STREET
POMPANO BEACH, FL 33064

SEPTEMBER, 23 1997

Secretary of State
Capitol Building
Tallahassee, Florida
32304

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-10/01/97--01046--003
*****70.00 *****70.00

Attention: Corporation Division

RE: Q ENGINE COMPONENTS, INC.

Dear Sir:

Please accept for filing, the Articles of Incorporation and the Resident Agent form which designates the Resident Agent for the above-captioned corporation. Enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Original Articles of Incorporation	\$ 35.00
Resident Agent Fee	<u>35.00</u>
Total	\$ 70.00

Cordially,

James P. Quatromoni

JAMES P. QUATROMONI

FILED
97 OCT -1 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TM-10/3/97

CERTIFICATE OF INCORPORATION

-OF-

Q ENGINE COMPONENTS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is Q ENGINE COMPONENTS, INC.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000,000 all of which shall be common shares with par value of \$0.01.

ARTICLE V. REGISTERED OFFICE

The street address and mailing address of the principal place of business is 500 NE 25 STREET, POMPANO BEACH, FL 33064, and the street address of the initial registered office of the corporation is 500 NE 25 STREET, POMPANO BEACH, FL 33064 and the name of the initial registered agent is JAMES P. QUATROMONI.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of two members, but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the Bylaws of the corporation, provided that in no event shall the Board of Directors consist of less than one member.

The names and addresses of the Directors which constitutes the first Board of Directors of the Corporation is:

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TALLAHASSEE, FLORIDA

NAME
JAMES P. QUATROMONI

ADDRESS
500 NE 25 STREET
POMPANO BEACH, FL 33064

WILLIAM T. QUATROMONI

500 NE 25 STREET
POMPANO BEACH, FL 33064

ARTICLE VII. INCORPORATORS

The name and address of the incorporator of the corporation is:

NAME
JAMES P. QUATROMONI

ADDRESS
500 NE 25 STREET
POMPANO BEACH, FL 33064

IN WITNESS WHEREOF, the undersigned have subscribed their names this 23rd day of September 1997.

James P. Quatromoni
JAMES P. QUATROMONI
William T. Quatromoni
WILLIAM T. QUATROMONI

STATE OF FLORIDA)

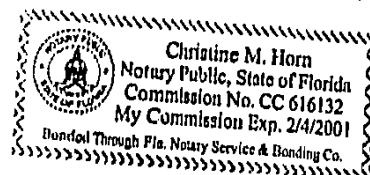
:SS

COUNTY OF BROWARD)

On this 23 day of September 1997, before me, the undersigned officers, personally appeared JAMES P. QUATROMONI and WILLIAM T. QUATROMONI, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Christine M. Horn
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

Q ENGINE COMPONENTS, INC.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

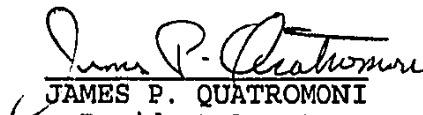
Q ENGINE COMPONENTS, INC., a corporation organized under the laws of the state of Florida, with its principal office at 500 NE 25 STREET, POMPANO BEACH, FL 33064 has named JAMES P. QUATROMONI located at 500 NE 25 STREET, POMPANO BEACH, FL 33064, county of BROWARD, as its agent to accept service of process within this state.

<u>OFFICERS</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESSES</u>
JAMES P. QUATROMONI	President/Dir	500 NE 25 STREET POMPANO BEACH, FL 33064
WILLIAM T. QUATROMONI	Sect/Treas/Dir.	500 NE 25 STREET POMPANO BEACH, FL 33064

ACCEPTANCE

I agree as Resident Agent to accept Service of Process: to keep this office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by Law.

DATED: 9/23/97


JAMES P. QUATROMONI
Resident Agent