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TRANSMITTAL LETTER

Miami, September 12, 1997

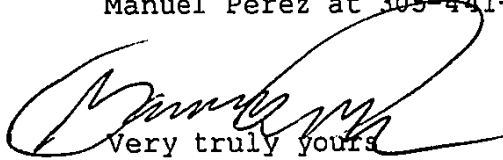
Mrs. Sandra B. Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

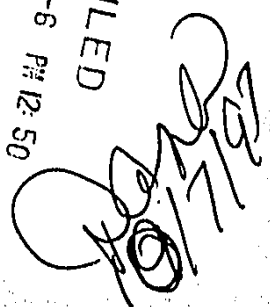
Dear Mrs. Mortham:

Enclosed herewith please find the Articles of Incorporation of
A. & D. Transmissions, Inc. and our check in the amount of \$78.75
for filing fee and Certificate of Incorporation.

Should you have any questions regarding this, please contact Mr.
Manuel Perez at 305-441-8582.


Very truly yours

FILED
97 OCT -6 PM 12:50
SECRET
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION OF
A. & D. TRANSMISSIONS, INC.

FILED
97 OCT -6 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acknowledge and file in the office of the Secretary of the State of the State of Florida, for the purposes of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

NAME;

The name of this Corporation shall be:

A. & D. Transmissions, Inc.

ARTICLE II

BUSINESS;

The general nature of the business or businesses to be transacted by this Corporation shall be:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Without limiting any of the objects and powers of the corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purposes of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations formed under the laws of the State, and which now or hereafter may be authorized by law.

ARTICLE III

SHARES;

The authorized capital stock of this Corporation shall consist of Five Hundred (500) shares of common stock, One Dollar (\$1.00) par value.

ARTICLE IV

REGISTERED OFFICE AND RESIDENT AGENT;

The initial street address of the Corporation's principal business is 1230 Camellia Lane, Fort Lauderdale, Florida 33326. The initial Registered Agent for the Corporation is Daniel E. Abreu, Jr. located at 1230 Camellia Lane, Fort Lauderdale, Florida 33326.

ARTICLE V

DIRECTORS;

The Corporation shall have not less than two (2) Directors as provided by the By-Laws. Directors shall hold office for one (1) year, or until their successors have been duly elected and qualified.

ARTICLE VI

FIRST BOARD;

The number of directors consisting of the first Board of Directors of the Corporation are Two (2).

<u>Name</u>	<u>Address</u>
Daniel E. Abreu, Jr.	1230 Camellia Lane Ft. Lauderdale, Florida 33326
Angel Soriano	4645 SW 140th Court Miami, Florida 33175

ARTICLE VII

INCORPORATION;

Daniel E. Abreu, Jr. shall act as President of the Corporation. Angel Soriano shall act as Secretary - Treasurer of the Corporation.

ARTICLE VIII

GENERAL PROVISIONS;

1- The private property of the shareholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

2- A director of the Corporation may transact businesses, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

IN WITNESS WHEREOF, we the undersigned, have made, subscribed and acknowledged this Articles of Incorporation, this 12 days of September, 1997.

Signature

Daniel E. Abreu, Jr.

Signature

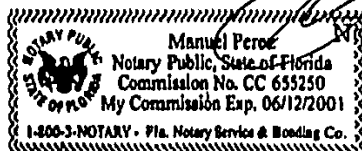
Angel Soriano

STATE OF FLORIDA:

COUNTY OF DADE:

Before me, the undersigned authority, personally appeared well known to be the persons described herein, and they acknowledged before me, according to law, that they made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set by hand and my official Seal, this 12TH day of SEPTEMBER, 1997



Manuel Perce, Notary Public, State of Florida

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

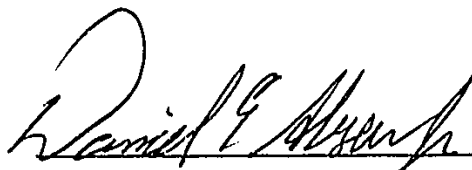
In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act.

First that A. & D. Transmissions, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at city of Fort Lauderdale, County of Broward, State of Florida.

Has named Daniel E. Abreu, Jr., located at 1230 Camellia Lane, City of Fort Lauderdale, County of Broward, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above mentioned corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



Signature Daniel E. Abreu, Jr.

FILED
97 OCT -6 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA