

(SAMPLE LETTER OF TRANSMITTAL)

DATE

October 1, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

P97000087224

Re: LDR Transmission, Inc., Inc.
(Name of Corporation)

900002316779--5
-10/09/97--01130--005
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

W. scott Pacetti

(Individual's Name)

FILED STATE
DIVISION OF CORPORATIONS
97 OCT - 9 AM 11:58

LDR Transmission, Inc.

(Name of Corporation)

MAILING ADDRESS OF CORPORATION

4711 Blanding Blvd.

Jacksonville, Fl. 32210

PHONE

(904) 269-3400

Area Code

Number

Ext.

W-22763
by
10/9

ARTICLES OF INCORPORATION

of

LDR Transmission, INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

LDR Transmission, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
4711 Blanding Blvd		
CITY	FLORIDA	ZIP
Jacksonville		32210
Mailing address, if different		
STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	W. Scott Pacetti	
ADDRESS	420 Kingsley Avenue	
CITY	FLORIDA	ZIP
Jacksonville		32210

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DIVISION OF CORPORATIONS
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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Larry Dempsey		
ADDRESS	4711 Blanding blvd		
CITY	Jacksonville	STATE	Florida
ZIP	32210		
NAME	Raymond Dempsey		
ADDRESS	4711 Blanding Blvd		
CITY	Jacksonville	STATE	Florida
ZIP	32210		
NAME	David Balestreri		
ADDRESS	4711 Blanding blvd.		
CITY	Jacksonville	STATE	Florida
ZIP	32210		

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Larry Dempsey		
ADDRESS	4711 Blanding Blvd.		
CITY	Jacksonville	STATE	Florida
ZIP	32210		
NAME	Raymond Dempsey		
ADDRESS	4711 Blanding Blvd.		
CITY	Jacksonville	STATE	Florida
ZIP	32210		
NAME	David Balestreri		
ADDRESS	4711 Blanding Blvd.		
CITY	Jacksonville	STATE	Florida
ZIP	32210		

The undersigned incorporator(s) have executed these Articles of Incorporation this First day of October, 19 97.

Larry Dempsey (Signature)

David Balestreri (Signature)

Raymond J. Dempsey (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

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LDR Transmission, Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 4711 Blanding Blvd.

Jacksonville, Florida 32210

has named W. Scott Pacetti

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent 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.

W. Scott Pacetti
(Signature)

10/01/97

(Date)