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ACCOUNT NO. : 072100000032

REFERENCE : 587347 82694A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 3, 1997

ORDER TIME : 12:56 PM

ORDER NO. : 587347-005

CUSTOMER NO: 82694A

CUSTOMER: Richard J. Osterndorf, Esq.  
OSTERNDORF & ASSOCIATES, INC.

400002336554--3  
-11/03/97--01104--008  
\*\*\*\*122.50 \*\*\*\*122.50

327 South Palmetto Avenue

Daytona Beach, FL 32114

DOMESTIC FILING

NAME: NEW ERA EXHAUST PRODUCTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 NOV - 3 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

97 NOV +3 PM 2:43  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SN NOV - 3 1997

ARTICLES  
OF  
INCORPORATION

FILED  
97 NOV -3 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

NEW ERA EXHAUST PRODUCTS, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and/or permitted under the laws of the State of Florida, including but not limited to:

The purchasing, selling, designing, leasing, hiring, construction, repairing, renovating, or rebuilding of real or personal property.

Any type of construction, development or sale of real or personal property herein the State of Florida; as well as all business activities related thereto, or which may be necessary, advantageous or proper in the conduct of the business; to exercise generally such powers as may be incidental to or convenient for the purposes and business of the corporation; and to have, exercise and enjoy all the rights and privileges of a corporation for profit under the laws of the State of Florida; it being expressly provided

that the foregoing enumerated powers shall not be held to limit or restrict the general powers of the corporation.

#### ARTICLE III

The maximum number of shares of stock this corporation may issue is one thousand shares of common stock, which shall be the common stock of \$1.00 par value. All said common stock shall be payable in cash, or payable by property, labor or services at a just valuation by the stockholders. Property, labor or services may be purchased or paid for with capital stock at a just valuation fixed by the stockholders.

#### ARTICLE IV

The amount of capital with which this corporation shall begin is not less than Five Hundred (\$500.00) Dollars.

#### ARTICLE V

The corporation shall have perpetual existence.

#### ARTICLE VI

The initial principal office of said corporation shall be:

1715 Nova Road, Holly Hill, Florida 32117

The registered agent is:

**CHRISTOPHER L. HIGGS**

whose address is:

689 Wellington Station Blvd. #46, Ormond Beach, FL. 32174

#### ARTICLE VII

That the business of the corporation shall be managed by the stockholders of the corporation. The board of directors shall

initially consist of one member, who is:

CHRISTOPHER L. HIGGS

The said corporation may have additional members on the board of directors, as may be authorized in the bylaws of the corporation. The address for the above is:

689 Wellington Station Blvd, #46, Ormond Beach, FL 32174

#### ARTICLE VIII

The name and business address of the person signing these Articles of Incorporation as subscriber is as follows:

CHRISTOPHER L. HIGGS

689 Wellington Station Blvd., #46, Ormond Beach, FL 32174

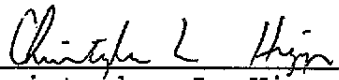
#### ARTICLE IX

No holder of common stock of the corporation shall have any preferential, preemptive or other right to the detriment of any other stockholder of the corporation.

#### ARTICLE X

The said corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter permitted by law or prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.

  
\_\_\_\_\_  
Christopher L. Higgs

STATE OF FLORIDA

COUNTY OF VOLUSIA

Before me, the undersigned authority, personally appeared CHRISTOPHER L. HIGGS, well known to be the person described in and who subscribed the foregoing Articles of Incorporation and he freely and voluntarily acknowledged before that he made and subscribed the foregoing for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Daytona Beach, in said County and State, this 24 day of October, 1997.



MARILYNN J. YARBROUGH  
MY COMMISSION # CC362029 EXPIRES  
April 24, 1998  
BONDED THRO THRO FAIN INSURANCE, INC.

*Marilynn J. Yarbrough*  
\_\_\_\_\_  
Notary Public

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named to accept Service of Process for NEW ERA EXHAUST PRODUCTS, INC. at the place designated in the Articles of Incorporation, hereby accepts the obligations as Registered Agent and agrees to comply with the provisions of Section 607.0505, Florida statutes, relative to the maintenance of said office.

*Christopher L. Higgs*  
\_\_\_\_\_  
Christopher L. Higgs

FILED  
OCT 24 1997  
3 PM 3:01  
CLERK OF DISTRICT COURT  
VOLUSIA COUNTY, FLORIDA