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November 13, 1997

Secretary of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

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-11/20/97--01015--003
****122.50 ****122.50

Re: Incorporation of Tropical Torque Converters, Inc.

To Whom It May Concern:

Please be advised that the undersigned attorney represents Tropical Torque Converters, Inc., pursuant to which I am herewith enclosing an original and copies of my client's Articles of Incorporation.

At this time I would appreciate your filing the enclosed Articles, and thereafter returning a certified copy of same to my office in the enclosed self addressed stamped envelope.

Additionally, I am herewith enclosing my check in the sum of \$122.50 to cover the cost of your service.

Thank you for your courtesy and consideration.

Very truly yours,


STEPHEN N. ROSENTHAL

SNR:laa
Encl.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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11-24-97
WS

ARTICLES OF INCORPORATION

OF

Tropical Torque Converters, Inc.

THE UNDERSIGNED do hereby associate
for the purpose of forming a corporation under the laws of the State of Florida, and do
hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

TROPICAL TORQUE CONVERTERS, INC.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of buying, selling,
distributing and marketing of automotive parts and equipment,
including but not limited to torque converters and other
related parts, together with any and all acts necessary and
related to the operation of said business.

B. To carry on and engage in any business or activity which may be authorized
and permitted under and by virtue of the laws of the United States of America or the State
of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner,

to wit:

One Hundred (100) Shares of Common Stock, having
no par value.

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ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

4962 Southwest 32nd Way
Ft. Lauderdale Florida 33312

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be Frank Martin

, and the Registered Office shall be located at:

4962 Southwest 32nd Way, Ft. Lauderdale, Fl.

or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
FRANK MARTIN	President	4962 S.W. 32nd Way
	Vice President	Ft. Lauderdale, Fl. 33312
	Secretary	
	Treasurer	

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of
One (1), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial
Director or Board of Directors until the first annual meeting of the Corporation, or until
his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
FRANK MARTIN	4962 Southwest 32nd Way Ft. Lauderdale, Fl. 33312

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these

Articles of Incorporation are as follows:

FRANK MARTIN	4962 Southwest 32nd Way Ft. Lauderdale, Florida. 33312
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<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
FRANK MARTIN	4962 S.W. 32nd Way Ft. Lauderdale, Fl. 33312	100	\$1,000.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS


That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of

the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
at Miami, Dade County, Florida, this day of , 1997

 (SEAL)
FRANK MARTIN

_____ (SEAL)

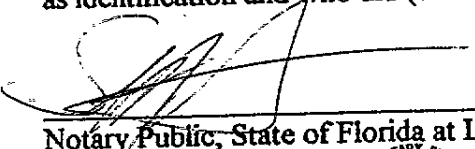
_____ (SEAL)

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

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DIVISION OF CORPORATIONS
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The foregoing instrument was acknowledged before me this day of November

, by Frank Martin, who is personally known to
me or has produced license as identification and who did (did not) take an oath;
by, who is personally known to me or who has
produced as identification and who did (did not) take
an oath; by, who is personally known to me or who
has produced as identification and who did (did not) take
an oath; by, who is personally known to me or who
has produced as identification and who did (did not) take
an oath.


Notary Public, State of Florida at Large

My Commission Expires.



STEPHEN N ROSENTHAL
My Commission CG832441
Expires Nov. 28, 1997
Bonded by HAI
800-422-1555

**CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of

TROPICAL TORQUE
CONVERTERS, INC.

and agree to serve as it Registered Agent, to accept service
of process within the State at its Registered Office located at:


Registered Agent
FRANK MARTIN