

P97000099758

November 1, 1997

Department of State
Corporate Records Division
P. O. Box 6327
Tallahassee, FL 32314

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-11/10/97--01036--001
*****70.00 *****70.00

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for F & M Automotive [↑] TRANSMISSIONS, INC., along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

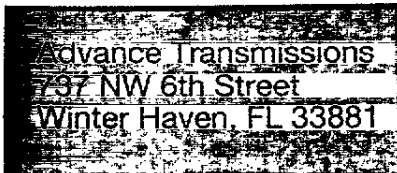
Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank you,

Faith D. Benfield

(941) 294-4449

Faith D. Benfield
Registered Agent



FILED
97 NOV 24 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97-11-24-97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 14, 1997

FAITH D. BENFIELD
5705 BUCK RUN DR.
LAKELAND, FL 33811

SUBJECT: F & M AUTOMOTIVE, INC.
Ref. Number: W97000025737

We have received your document for F & M AUTOMOTIVE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau
Document Specialist

Letter Number: 897A00054743

ARTICLES OF INCORPORATION
FOR

F & M AUTOMOTIVE TRANSMISSIONS, INC.

ARTICLE I - NAME

The name of this corporation shall be F&M Automotive TRANSMISSIONS, INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is Faith D. Benfield. The street address of the initial registered office of the corporation for service of process shall be 5705 Buck Run Drive, Lakeland, FL 33811.

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TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation initially shall have one (1) director. The number of directors may be increased or decreased from time to time by the bylaws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial directors of the corporation are:

Faith D. Benfield

5705 Buck Run Drive, Lakeland, FL
33811

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation is Faith D. Benfield
, 5705 Buck Run Drive, Lakeland, FL 33811.

ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 5705
Buck Run Dr., Lakeland, FL 33811. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX - BYLAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI - NO PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

ARTICLE XII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Article of
Incorporation this 1st day of November, 1997.

Keith Dennis Benfield

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Keith D. Benfield who after
being first duly sworn, deposes and says that he has read the foregoing Articles of
Incorporation and that he has executed them for the purposes of establishing the
corporation set forth herein.

WITNESS my hand and seal this 1st day of Nov, 1997.

Pamela L. Robinson

NOTARY PUBLIC
(SEAL)

cc 507872
MY COMMISSION EXPIRES: 11-7-99

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **F&M Automotive TRANSMISSIONS, INC.**
2. The name and address of the registered agent and office is:
Faith D. Benfield
5705 Buck Run DR.
Lakeland, FL 33811

SIGNATURE Faith D. Benfield
TITLE pres.
DATE 11-1-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

SIGNATURE Faith D. Benfield
DATE 11-1-97

REGISTERED AGENT FILING FEE: \$35.00