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**ROBERT M. GELLER**  
ATTORNEY AT LAW

610 W. AZEELE STREET  
OLD HYDE PARK  
TAMPA, FL 33606  
(813) 254-7687

November 26, 1997

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-12/03/97--01021--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

**Re: R & R TRANSMISSIONS TECHNOLOGIES, INC.**

Dear Sir/Madam:

Enclosed for filing is an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, I have enclosed a check in the amount of \$70.00, representing the filing fee and registered agent fee.

Please file the original Articles of Incorporation and return a certified copy with the filing date stamped on it to our office in the provided self-addressed stamped envelope.

Sincerely,  
Law Offices of Robert M. Geller

*Frank Papa*

Frank Papa  
Law Clerk

Enclosures  
xc: Client

FILED  
97 DEC -3 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T47-12/5/97

ARTICLES OF INCORPORATION  
OF  
R & R TRANSMISSIONS TECHNOLOGIES, INC.

FILED  
97 DEC -3 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I.  
NAME

The name of this corporation shall be **R & R TRANSMISSIONS TECHNOLOGIES, INC.** and the principal office of said corporation is as follows: 7400 U.S. Highway 19, Suite 5, New Port Richey, FL 34652.

II.  
PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this state.

III.  
TERM OF EXISTENCE

This corporation shall begin existence upon the filing of these Articles of Incorporation, and shall exist perpetually.

IV.  
CAPITAL STOCK

This corporation is authorized to issue one hundred shares (100) of no par stock. Rodney Duncan shall own fifty-one percent (51%) of the corporation stock. Ronnie Adams shall own the remaining forty-nine percent (49%) of the corporation stock.

V.  
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

VI.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7400 U.S. Highway 19, Suite 5, New Port Richey, FL 34652. The name of the initial registered agent of this corporation at that address is Rodney Duncan.

VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names, titles and addresses of the initial directors of this corporation are:

Rodney Duncan	President	1505 W. Brandon Blvd. Brandon, FL 33511
Ronnie Adams	Vice President	2203 Durant Court Valrico, FL 33594
Lisa Duncan	Secretary/Treasurer	1505 W. Brandon Blvd. Brandon, FL 33511

VIII.

INCORPORATORS

The name and address of the person signing these Articles is:

Rodney Duncan  
1505 W. Brandon Blvd.  
Brandon, FL 33511

IX.

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

X.

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of November, 1997.

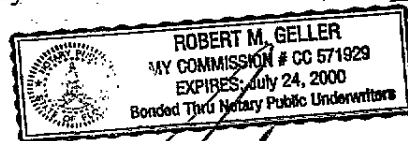
By:

  
RODNEY DUNCAN

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State aforesaid, personally appeared RODNEY DUNCAN to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 25 day of November, 1997.



  
Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
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 **R & R TRANSMISSIONS TECHNOLOGIES, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of New Port Richey, County of Pasco, State of Florida has named **RODNEY DUNCAN**, 7400 U.S. Highway 19, Suite 5, New Port Richey, County of Pasco, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT;**

Having been named to accept service of process for the above stated 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.

By: \_\_\_\_\_

**RODNEY DUNCAN**  
**REGISTERED AGENT**

**FILED**  
97 DEC -3 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA