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January 20, 1998

P98000007620

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

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-01/23/98--01102--018
****122.50 ****122.50

Re: CMS Trico Transmissions & Clutches, Inc.

Dear Sir or Madam:

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

Kindly furnish me with a Certificate of Incorporation at your earliest convenience.

Thanking you in advance, I am,

Very truly yours,

~~SMITH & SEIDLER~~


Wayne O. Smith

WOS:pc
Encs.

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98 JAN 23 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CMS TRICO TRANSMISSIONS & CLUTCHES, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is CMS TRICO TRANSMISSIONS & CLUTCHES, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is any and all activity or business permitted under the laws of the United States of America, and the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

The initial post office address of the principal office of this corporation in the State of Florida is 9090 49th Street N., Pinellas Park, Florida 33782.

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the by-laws adopted by the stockholders.

ARTICLE VII

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME & ADDRESS</u>	<u>OFFICE</u>
ROBERT COLE 3200 81st Street North St. Petersburg, Florida 33710	President and Treasurer
FRANCESCA COLE 3200 81st Street North St. Petersburg, Florida 33710	Secretary

ARTICLE VIII

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration therefor is:

<u>NAME & ADDRESS</u>	<u>NUMBER OF SHARES & VALUE</u>
ROBERT COLE 3200 81st Street North St. Petersburg, Florida 33710	500
FRANCESCA COLE 3200 81st Street North St. Petersburg, Florida 33710	500

ARTICLE IX

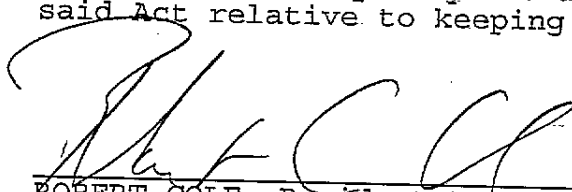
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

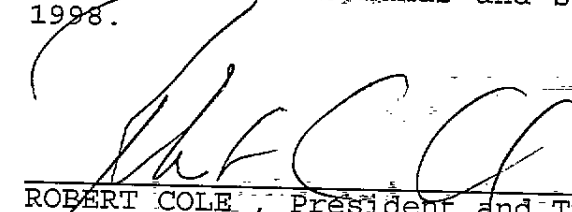
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That CMS TRICO TRANSMISSIONS & CLUTCHES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in these Articles of Incorporation at 9090 49th Street N., Pinellas Park, Florida 33782, has named ROBERT COLE as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designated herein, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


ROBERT COLE, Resident Agent
3200 81st Street North
St. Petersburg, Florida 33710

IN WITNESS WHEREOF, We the incorporators above named have hereunto set our hands and seals this 14 day of JANUARY, 1998.


ROBERT COLE, President and Treasurer


FRANCESCA COLE, Secretary

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98 JAN 23 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day before me a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared ROBERT COLE and FRANCESCA, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State
above named this 14th day of January 1998.

Clara McLean Dean
Notary Public

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA