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A PROFESSIONAL ASSOCIATION

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August 17, 1998

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Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

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-08/20/98--01044--005  
\*\*\*122.50 \*\*\*122.50

Re: Power Heavy Duty, Inc.

Ladies and Gentlemen:

Enclosed herewith for filing are the Articles of Incorporation of **Power Heavy Duty, Inc.**, together with a copy to be certified and returned to this office.

Also enclosed is our check in the amount of \$122.50 to cover the cost of the filing and certification fees of this corporation.

Thank you for your cooperation in this matter.

Sincerely,

*Maryann S. Peterson*

Maryann S. Peterson  
Secretary to Andrew Helgesen

Enclosure

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FILED  
CLERK OF SUPERIOR  
COURT OF FLORIDA  
98 AUG 20 AM 9:18

RP  
082198

**ARTICLES OF INCORPORATION**  
**OF**  
**POWER HEAVY DUTY, INC.**

FILED  
CLERK OF STATE  
OFFICE OF CORPORATIONS  
98 AUG 20 AM 9:18

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the corporation ("Corporation") is **Power Heavy Duty, Inc.**

**ARTICLE II**

The existence of the corporation shall begin on the date of filing of these Articles of Incorporation.

**ARTICLE III**

The street address of the principal office of the Corporation is 324 Sunshine Road, West Palm Beach, FL 33411.

**ARTICLE IV**

The maximum number of shares this Corporation is authorized to issue is 10,000 at \$1.00 par value each, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE V**

The initial street address of the Corporation's registered office is 324 Sunshine Road, West Palm Beach, FL 33411. The initial registered agent for the Corporation at that address is Marc J. Gold.

**ARTICLE VI**

The initial board of directors shall consist of two (2) members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Marc J. Gold	324 Sunshine Road West Palm Beach, FL 33411

Richard A. Granata

324 Sunshine Road  
West Palm Beach, FL 33411

#### ARTICLE VII

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

Name

Address

Marc J. Gold

324 Sunshine Road  
West Palm Beach, FL 33411

#### ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of August, 1998.

  
\_\_\_\_\_  
Marc J. Gold

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **Power Heavy Duty, Inc.**, at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
\_\_\_\_\_  
Marc J. Gold

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CLERK OF COURT  
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