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SCOTT B. CHAPMAN *
*ALSO ADMITTED IN OHIO

August 16, 1998

August 16, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

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-08/20/98--01023--005
****122.50 ****122.50

RE: American Electronic Parts Company

To whom it may concern:

Enclosed please find an original and a copy of the Articles of Incorporation of American Electric Parts Company.

In addition, enclosed please find this firm's check in the amount of \$122.50 which represents payment in full for the filing of the Articles of Incorporation and the certified copy.

Thank you for your courtesy and cooperation with regard to this matter. Should you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,

Scott B. Chapman
Attorney at Law

FILED
98 AUG 20 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SBC/sm

Encl.

Scott GAVE
AUTHORIZATION BY PHONE TO
CORRECT pending, art 1, 5, notes
DATE 8/21/98
DOC. EXAM TA

TA - 8/21/98

FILED
98 AUG 20 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMERICAN ELECTRONIC PARTS COMPANY

ARTICLE I - NAME

The name of this Corporation is AMERICAN ELECTRONIC PARTS COMPANY.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing immediately.

ARTICLE III - PURPOSE

The Corporation may engage in any and all lawful activities of business as permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V - OFFICER

The initial officer and director of this Corporation will be Scott B. Chapman, who will be Pres., Vice-Pres., Treas., Secretary, and Director.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent and the principal office of this Corporation is :

SCOTT B. CHAPMAN, ESQ.
7040-4 W. Palmetto Park Road, Suite 399
Boca Raton, FL 33433

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer, Director, Incorporator or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every stockholder, eligible to be a shareholder of the Corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The name and address of the Incorporator signing these Articles is SCOTT B. CHAPMAN, ESQUIRE, 7040-4 W. Palmetto Park Road, Suite 399, Boca Raton, FL 33433.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

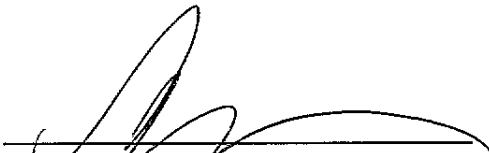
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 17th day of August, 1998.


SCOTT B. CHAPMAN, ESQ.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept Service of Process for the Above-named Corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned individual agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

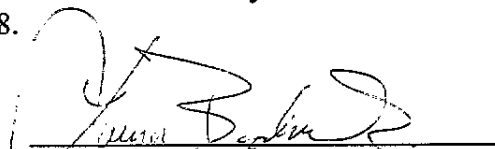
DATED this 17 day of August, 1998.


SCOTT B. CHAPMAN, ESQ.
(Registered Agent)

STATE OF FLORIDA)
 ss.:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, in the State of and County set forth above, personally appeared SCOTT B. CHAPMAN, ESQ. personally known to me and known by me to be the person who, as Registered Agent, executed the foregoing Articles of Incorporation of AMERICAN ELECTRONIC PARTS COMPANY, and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal in the State and County aforesaid this 17 day of August, 1998.


NOTARY PUBLIC

My commission expires:

Personally Known ✓

Identification Produced _____



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98 AUG 20 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA