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DANIEL S. BRIM

ATTORNEY AT LAW

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November 18, 1998

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

Re: KML BEARING SE, INC.
Articles of Incorporation

800002692968--9
-11/20/98--01063--021
*****122.50 *****78.75

Dear Sir or Madame:

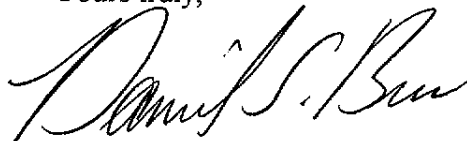
In connection with the captioned incorporation, I am enclosing check number 655 in the amount of \$122.50 along with the original Articles and a copy thereof. Please return a certified copy of these Articles at your earliest convenience.

Thank you for your assistance in this matter.

EFFECTIVE DATE

11-17-98

Yours truly,



Daniel S. Brim

DSB:sak
Enclosure

DMC
11-24-98

FILED
98 NOV 20 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KML BEARING SE, INC.
A Florida Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this corporation is KML BEARING SE, INC., a Florida corporation.

ARTICLE II.

EFFECTIVE DATE

11-17-98

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida, or in any other state in which this corporation may be qualified to do business.

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to (1) natural persons, (2) estates, or (3) a trust as described in the 26 United States Code Section 1371 defining a "small business corporation". Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

ARTICLE IV.

The duration of the corporation is perpetual. The date and time of commencement of corporate existence is 12:00 a.m., November 17, 1998.

ARTICLE V.

The Registered Agent and the street address of the initial Registered Agent

shall be:

SALLY A. SEABERT
1641 Ocean Forest Drive
Fernandina Beach, FL 32034

The Principal Office of this corporation in the State of Florida shall be:

Post Office Box 6001
Fernandina Beach, FL 32035-6001

ARTICLE VI.

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time pursuant to the By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII.

The name and address of the initial directors of this corporation are:

SALLY A. SEABERT
1641 Ocean Forest Drive
Fernandina Beach, FL 32034

ARTICLE VIII.

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

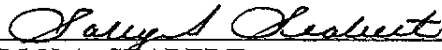
SALLY A. SEABERT
1641 Ocean Forest Drive
Fernandina Beach, FL 32034

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 stockholders' meeting by at least a majority of the stock

entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

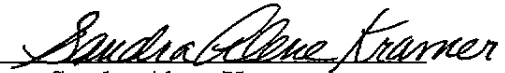
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation, on this 17th day of November, 1998.

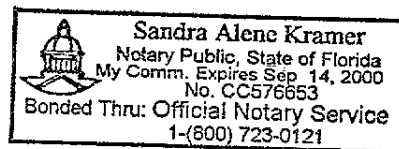

SALLY A. SEABERT
Incorporator

STATE OF FLORIDA

COUNTY OF NASSAU

Sworn to and subscribed before me this 17th day of November, 1998, by SALLY A. SEABERT, who is personally known to me or who has produced a driver's license as identification.


Notary: Sandra Alene Kramer
State of Florida; My Commission
Expires: 09/14/00



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE
PURSUANT TO THE PROVISIONS OF SECTION 607.0501
OR 617.0501, FLORIDA STATUTES, THE UNDER-SIGNED
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.**

FILED

98 NOV 20 AM 9:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is KML BEARING SE, INC., a Florida corporation.

2. The name and address of the registered agent is:

SALLY A. SEABERT
1641 Ocean Forest Drive
Fernandina Beach, FL 32034

3. The address of the Principal office of the corporation is:

Post Office Box 6001
Fernandina Beach, FL 32035-6001

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.

EXECUTED this 17th day of November, 1998.


SALLY A. SEABERT
REGISTERED AGENT