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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

UNITED BATTERY & ALTERNATOR, INC

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 30, 1998

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SUBJECT: UNITED BATTERY & ALTERNATOR, INC.
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ARTICLES OF INCORPORATION
OF
UNITED BATTERY & ALTERNATOR, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for Profit. declare:

ARTICLE I - NAME

The name of the corporation shall be UNITED BATTERY & ALTERNATOR, INC.

ARTICLE II - ACTIVITY

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - MAXIMUM SHARES

The maximum shares of stock, at ten cents (\$0.10) par value, that this Corporation is authorized to have outstanding at any time is One Thousand (1,000) Shares.

ARTICLE IV - AMOUNT OF INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall not be less than One Hundred (\$100.00) Dollars.

ARTICLE V - CAPITAL STOCK

The capital stock of this Corporation may be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as amended by the Small Business Tax Provision of 1958. All of the stocks and securities in lieu of cash or at a just valuation are to be determined by the Board of Directors of this Corporation.

ARTICLE VI - EXISTENCE

This Corporation is to commence operations as of January 1st, 1999 and is to have perpetual existence.

ARTICLE VII - PRINCIPAL OFFICE

The principal office of this Corporation shall be at:
2330 N.W. 22 Street - Bay #3
Pompano Beach, Florida 33069

Prepared by:
Law Offices of Robert Kravitz, P.A.
155 S. Miami Ave. Phone 1/4.
Miami, FL 33130
(305) 539-0003

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ARTICLE VIII - BOARD OF DIRECTORS / OFFICERS

The number of Directors of the Corporation shall never be less than two persons. No less than a majority of the Directors shall constitute a quorum for a Meeting of Directors. If a quorum is present, the affirmative vote of a majority of the Directors present and voting, shall be the act of the Board of Directors. The names and post office addresses of the first Board of Directors, who, subject to the provisions of the Certification of Incorporation, the By-Laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until successors are elected by the Shareholders and are duly qualified, are:

CHRISTIAN K. STAGE DIRECTOR-PRESIDENT
3737 PROVIDENCE ROAD
BOYTON BEACH, FL 33462

WAINER A. PREVIDELLI DIRECTOR/VICE-PRESIDENT,
6630 N.W. 47 STREET SECRETARY, TREASURER
CORAL SPRINGS, FL 33067

ARTICLE IX - SHAREHOLDERS

The affirmative vote of a majority of the Shareholders of this Corporation shall be required for the authorization of any action of the Shareholders of this Corporation. The Shareholders of this corporation are:

CHRISTIAN K. STAGE 500 SHARES
3737 PROVIDENCE ROAD
BOYTON BEACH, FL 33462

ELIANE STRICHER-PREVIDELLI 500 SHARES
6630 N.W. 47 STREET
CORAL SPRINGS, FL 33067

ARTICLE X - INCORPORATOR

The names and post office addresses of the incorporators to the Articles of Incorporation are as follows:

CHRISTIAN K. STAGE
3737 PROVIDENCE ROAD
BOYTON BEACH, FL 33462

WAINER A. PREVIDELLI
6630 N.W. 47 STREET
CORAL SPRINGS, FL 33067

ARTICLE XI - SALE OR TRANSFER OF CORPORATE STOCK

No Shareholder of this Corporation may sell or transfer stock in this corporation except to another individual who is eligible to be a stockholder in the Corporation, and such sale or transfer may be made only after same is approved at a Stockholders' meeting specifically called for that purpose by not less than a majority of the outstanding stock. Stockholders voting at such meeting shall always have first option to purchase the shares from the selling shareholders and shall have 30 (thirty) days to exercise such option. In the event of death or legal incapacitation of a Shareholder, the stock along with all rights, privileges and responsibilities, shall be transferred to the heir(s) or assign(s) without the need for Stockholder action.

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ARTICLE XII - FURTHER RIGHTS

The Corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than stock book, shall be open to the inspection of the Stockholders. No stockholder shall have any right to inspect any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the Stockholders or Board of Directors or Officers in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both Stockholders and Directors shall have the power, if the By-Laws so provide, to hold their respective meetings and to have one or more officers, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the Statutes of the State of Florida at such places as may from time to time be designated by the Board of Directors. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred by the Stockholders herein are granted subject to this reservation.

The undersigned, being the incorporators named for the purpose of forming a Corporation for Profit to do business both within and out of the State of Florida, hereby make, subscribe and acknowledge having filed these Articles hereby declaring and certifying that the facts herein stated are true, and to respectively agree to abide by the Articles as herein stated.

Subscribed at POMPANO BEACH, BROWARD County, Florida, this 30th day of DECEMBER, 1998.



CHRISTIAN K. STAGE

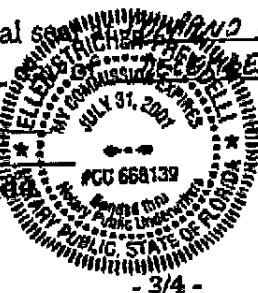

WAINER A. PREVIDELLI

STATE OF FLORIDA]
COUNTY OF DADE]

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments, personally appeared Christian K. Stage and Wainer A. Previdelli who, after showing FL DRL # P61328155233-0 and FL DRL S320-111-66-210-0 respectively as identity and being duly sworn by me, depose and say that they signed the above foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at POMPANO BEACH, BROWARD County, Florida, this 30th day of DECEMBER, 1998.


Notary Public, State of Florida
My commission expires:



Law Offices of Robert Kravitz, P.A.
155 South Miami Avenue, PH-One
Miami, Florida 33130
Florida Bar No. 324711

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**CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in accordance with said Act:

That UNITED BATTERY & ALTERNATOR, INC. is qualified to do business under the laws of the State of Florida, with its principal office at 2330 N.W. 22nd Street - Pompano Beach, Florida 33069 and has appointed CHRISTIAN K. STAGE at the same principal office address 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 the place designated in the Certificate, I hereby state that I am familiar with, understand and accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Christian K. Stage
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Law Offices of Robert Krovitz, P.A.
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Miami, Florida 33130
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