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WILLIAM AKERS, III, P.A.
Attorney at Law

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -2 PM 1:28

120 E. Granada Blvd.
Ormond Beach, FL 32176

Telephone No: (904) 672-0420
Facsimile No: (904) 672-0452

March 30, 1999

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

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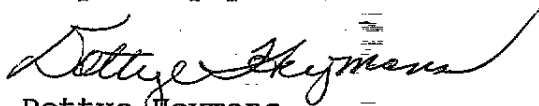
RE: Chassis R & D, Inc.

Dear Sir/Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation for the above-named corporation, together with our check in the amount of \$122.50 rendered as the filing fee, including designation of registered agent. Please send us a certified copy of the document at your earliest convenience.

Your prompt attention to this matter is greatly appreciated.

Very truly yours,


Dottie Heymans,
Legal Assistant

/dlh
Enc.

SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF
CHASSIS R & D, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be **CHASSIS R & D, INC.**

ARTICLE II. PRINCIPAL OFFICE

The principal office of business of this corporation shall be 209 Shawnee, Ormond Beach, FL 32174, and the mailing address of this corporation shall be the same.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of one dollar (\$1.00) per share. All of the shares shall be common shares and they shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Robert C. Bolles, Jr., 209 Shawnee, Ormond Beach, FL 32174.

ARTICLE V. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Robert C. Bolles, Jr., 209 Shawnee, Ormond Beach, FL 32174.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have no directors.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code. Such actions that are necessary to accomplish this qualification will be taken by the officers of this corporation.

The undersigned has executed these Articles of Incorporation
this 31st day of March, 1999.


Robert C. Bolles, Jr.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Chassis R
& D, 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).


Robert C. Bolles, Jr.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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1. The name of the corporation is: CHASSIS R & D, INC.
2. The name and address of the registered agent and office

is:

Robert C. Bolles, Jr.
209 Shawnee
Ormond Beach, FL 32174

SIGNATURE: _____

TITLE: _____

DATE: _____

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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

DATE: _____