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April 26, 1999

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-04/29/99-01062--008

\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

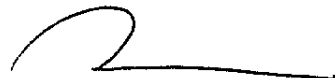
Re: Albanese-Popkin Hughes Cove, Inc.

Gentlemen:

Enclosed please find the original and one copy of the articles of incorporation to the above-captioned corporation. Also enclosed is a check in the amount of \$87.50 in order to file said articles. Please return a certified copy of the articles at your earliest convenience.

Thanking you for your attention to this matter, I remain,

Very truly yours,



Howard R. Scharlin

/kds

Enclosure

FILED  
99 APR 28 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SHARON

MAY 3 - 1999

**FILED**  
99 APR 28 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
Albanese-Popkin Hughes Cove, Inc.  
(A Florida For Profit Corporation)

The undersigned, for the purpose of forming a for-profit corporation under the Florida General Corporation Act, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I  
NAME

The name of this corporation is Albanese-Popkin Hughes Cove, Inc.

ARTICLE II  
PURPOSE

This corporation is organized for the purpose of operating and transacting any and all lawful business permitted under the laws of Florida, including without limitation, the manufacturing, sale and distribution of oil filtration products.

ARTICLE III  
TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue 7,000 shares of ONE AND NO/100 DOLLAR (\$1.00) par value common stock.

ARTICLE V  
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI  
REGISTERED OFFICE AND AGENT

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

Edward Popkin  
2499 Glades Road, Suite 114  
Boca Raton, FL 33431

ARTICLE VII  
BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as prescribed by the by-laws, but shall never be less than one (1). The directors of this corporation are:

Leonard Albanese  
2499 Glades Road, Suite 114  
Boca Raton, FL 33431

Edward Popkin  
2499 Glades Road, Suite 114  
Boca Raton, FL 33431

ARTICLE VIII  
INCORPORATOR

The name and address of the person signing these articles is:

Edward Popkin  
2499 Glades Road, Suite 114  
Boca Raton, FL 33431

ARTICLE IX  
INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

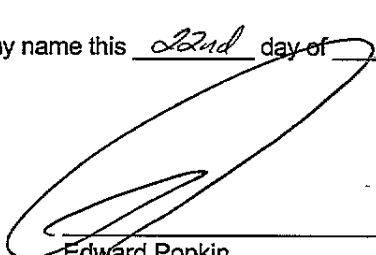
ARTICLE X  
BY-LAWS

The Bylaws may be repealed or amended, and new Bylaws may be adopted, by either the Board of Directors or the Stockholders, but the Board of Directors may not amend or repeal any Bylaw adopted by Stockholders if the Stockholders specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE XI  
AMENDMENT OF THE ARTICLES OF INCORPORATION

These articles may be amended, altered, modified or revoked only upon the vote of the majority of the shareholders.

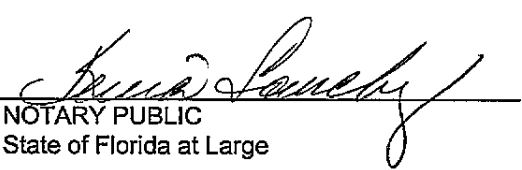
IN WITNESS WHEREOF, I have subscribed my name this 22nd day of April, 1999.

  
\_\_\_\_\_  
Edward Popkin  
Incorporator

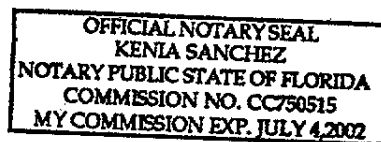
STATE OF FLORIDA            )  
                                      ) ss:  
COUNTY OF PALM BEACH    )

On this 22nd day of April, 1999, before me a Notary Public, duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, Edward Popkin to me known to be the person whose name is subscribed to the within instrument and acknowledge that he executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunder set my hand and official seal this 22nd day of April, 1999.

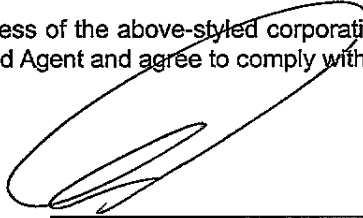
  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



ACCEPTANCE BY  
REGISTERED AGENT

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



Edward Popkin  
Registered Agent

**FILED**  
99 APR 28 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA