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EDWIN H. UNDERWOOD (1920-1995)

OF COUNSEL
GEORGE ELLIOTT PATTERSON, JR.

July 23, 1999

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

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-07/26/99--01046--019
*****78.75 *****78.75

Re: Force Fuel Injection, Inc.

Gentlemen:

Attached please find two sets of the Articles of Incorporation for Force Fuel Injection, Inc. and a check in the amount of \$78.75 made payable to Florida Department of State. Please send the certified copy of the corporation documents to this address. Should you have any questions, please contact the undersigned at your earliest convenience. Thank you for your attention to this matter.

Very truly yours,

UNDERWOOD, KARCHER & KARCHER, P.A.


MICHAEL R. KARCHER

MRK:jhm
Enclosures

FILED
99 JUL 26 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-30
WS

ARTICLES OF INCORPORATION
OF
FORCE FUEL INJECTION, INC.

FILED
99 JUL 26 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a Corporation in accordance with the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be FORCE FUEL INJECTION, INC.

ARTICLE II - REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

The street address of the initial registered office, principal place of business and mailing address of the Corporation shall be 8765 SW 129th Street, Miami, Florida 33176.

NAME AND ADDRESS OF REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is Michael R. Karcher, Underwood, Karcher & Karcher, P.A., 6th Floor, Grove Plaza Building, 2900 SW 28th Terrace, Miami, Florida 33133.

ARTICLE IV - NATURE OF BUSINESS

The primary purpose for which this Corporation is organized shall be to engage in every aspect of automotive component parts research, development, sales and service. The Corporation may also engage in or transact any or all other lawful activities or

business permitted under the laws of the United States, The State of Florida, or any other state, country, territory or nation.

ARTICLE V - DURATION

The term of existence of this Corporation is perpetual, which shall commence upon the filing of these articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to have outstanding is 100, all of which shall be common shares, with a par value of \$1.00 per share. All stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE VII - DIRECTORS

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the Corporation shall be managed by the shareholders. The name and address of the initial director of the Corporation, who shall hold office for the first year or until his successor is duly elected and qualified shall be:

Robert L. Koepfel, Jr.
8765 SW 129th Street
Miami, Florida 33176

President

ARTICLE VII - INCORPORATOR

The name and mailing address of the incorporator to these Articles of Incorporation is Robert L. Koepfel, Jr., 8765 SW 129th Street, Miami, Florida 33176.

ARTICLE IX - SHAREHOLDER IMMUNITY

The private property of the shareholder shall not be subject to the payment of the Corporate debts to any extent whatsoever.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law for such acts of the officer or director, or former officer or director, while acting on behalf of the Corporation.

ARTICLE XI - AMENDMENT OF ARTICLES

The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by applicable law.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 1st day of July, 1999.


ROBERT L. KOEPFEL, JR.- Incorporator

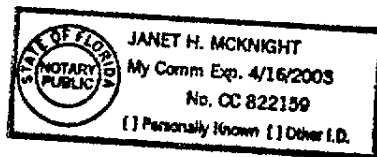
STATE OF FLORIDA :
: SS.
COUNTY OF MIAMI-DADE :

BEFORE ME, the undersigned authority, personally appeared Robert L. Koeppel, Jr., known to me to be the person whose name is subscribed to this document, and he acknowledged that he executed thr same for the purpose contained within it.

WITNESS my hand and official seal in the State and County aforesaid, this 1st day of July, 1999.

Janet H. McKnight
Notary Public, State of Florida at Large

Commission Number and Expiration:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, Michael R. Karcher, hereby consents and accepts the appointment as registered agent of the foregoing described Corporation and to act in that capacity until such time as this authority is withdrawn in writing, in accordance with applicable law.


MICHAEL R. KARCHER - Registered Agent

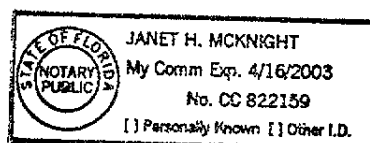
STATE OF FLORIDA :
: SS.
COUNTY OF MIAMI-DADE :

BEFORE ME, the undersigned authority, personally appeared MICHAEL R. KARCHER, known to me to be the person whose name is subscribed to this document, and he acknowledged that he executed the same for the purpose contained within it.

WITNESS my hand and official seal in the State and Country aforesaid, this 1st day of July, 1999.


Notary Public, State of Florida at Large

Commission Number and Expiration:



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FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE