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September 3, 1999

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee FL 32314

100002980261--7  
-09/08/99-01012-009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Monterey Transmissions, Inc  
Articles of Dissolution and  
Articles of Incorporation

Dear Sirs,

I enclose two packages for action. The first is the Articles of Dissolution of the Corporate entity, Monterey Transmissions, Inc. The second is the Articles of Incorporation of a new entity, with the same name as the dissolved corporation, Monterey Transmissions, Inc.

As to the Articles of Incorporation, the duties and responsibilities of the Registered Agent are shown at Article V.

I am enclosing two checks. The first for \$35.00 as costs of filing the Articles of Dissolution. The second for \$78.75 for the incorporation of the new corporation. I also enclose a self addressed and stamped envelope for you use should you desire to do so.

Lastly, if there is any question regarding these two actions, please call me at your convenience, rather than mail the materials back. I am operating on a short fuse time constraint in these actions, and a phone call would be much more time efficient if necessary.

Thank you for all your help in this matter.

Sincerely,

*J. Bond*  
James A. Bond  
Encl: as

FILED  
99 SEP -8 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

R. VARNADORE SEP 09 1999

**AFFIDAVIT**

STATE OF FLORIDA,  
COUNTY OF MARTIN.

FILED  
99 SEP -8 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared  
CHARLES C. McCOMAS, who, after first producing his Florida Drivers  
License as identification and after being by me first duly sworn,  
deposes and says:

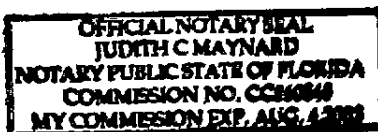
1. That I was the Registered Agent, Director and  
Incorporator of the corporation known as MONTEREY TRANSMISSIONS,  
INC., which has filed Articles of Dissolution.
  2. That the said dissolved corporation hereby releases the  
corporate name, MONTEREY TRANSMISSIONS, INC., to a newly formed  
corporation which is also known as MONTEREY TRANSMISSIONS, INC.
  3. That the dissolved corporation has no intention  
whatsoever of revoking the said Articles of Dissolution.
  4. That the Articles of Incorporation for the newly formed,  
also known as MONTEREY TRANSMISSIONS, INC., are filed herewith.
- AND FURTHER AFFIANT SAYETH NAUGHT.

Charles C. McComas  
CHARLES C. McCOMAS, Affiant

SWORN TO AND SUBSCRIBED before me this 9th day of  
September, 1999.

Judith C. Maynard  
NOTARY PUBLIC

MY COMMISSION EXPIRES:



**ARTICLES OF INCORPORATION  
OF  
MONTEREY TRANSMISSIONS, INC.**

**FILED**  
99 SEP -8 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of this Corporation shall be MONTEREY TRANSMISSIONS, INC.

**ARTICLE II**

This Corporation shall exist in perpetuity.

**ARTICLE III**

The general nature of the business to be transacted by this Corporation is to: Manufacture, purchase or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, foodstuffs, and services of every kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

**ARTICLE IV**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share.

#### **ARTICLE V**

The name of the registered agent is DONALD L. KEYSER, and the street address of the initial registered agent is 2532 S. W. Greenwich Way, Palm City, FL 34990.

The Registered Agent hereby affirms that he is familiar with and accepts the duties and responsibilities of Registered Agent for said Corporation.

#### **ARTICLE VI**

This Corporation shall have one director initially, the name of the initial director is DONALD L. KEYSER, and his address is 2532 S. W. Greenwich Way, Palm City, FL 34990. The number of directors may be increased or diminished from time to time by the By-Laws of the Corporation, but shall never be less than one director.

#### **ARTICLE VII**

The name and address of the subscriber of these Articles of Incorporation is DONALD L. KEYSER, 2532 S. W. Greenwich Way, Palm City, FL 34990.

#### **ARTICLE VIII**

The business location and address of the corporation is 530 S.E. Monterey Road, Stuart, FL 34994.

#### **ARTICLE IX**

These Articles of Incorporation may be amended in the manner

prescribed by law. Every amendment shall be approved by the Board of Directors, proposed to them by the Stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, or by one of the Board of Directors and approved by such Board of Directors by a majority thereof, unless all of the Directors and Stockholders sign a written statement and agreement manifesting their intention that a signed statement shall signify their approval of an Amendment to these Articles of Incorporation be made.

#### ARTICLE X

Upon the sale of any unissued or treasury stock of the corporation, each stockholder shall have the preemptive right to purchase his or her pro-rata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares shall be sold or issued.

#### ARTICLE XI

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

  
DONALD L. KEYSER, Registered  
Agent, Director and Subscriber

STATE OF FLORIDA,

COUNTY OF MARTIN:

I HEREBY CERTIFY THAT DONALD L. KEYSER appeared before me and is personally known to me to be the same person whose name is signed to the foregoing instrument, or, who has produced

Personally known as identification, and who, under oath,  
acknowledged that he signed the instrument as his free and  
voluntary act for the uses and purposes therein set forth.

September GIVEN under my hand and official seal this 3 day of  
~~August~~, 1999.

James A. Bond  
JAMES A. BOND  
NOTARY PUBLIC

MY COMMISSION EXPIRES:



JAMES A. BOND  
COMMISSION # CC737306  
EXPIRES APR 30, 2002  
BONDED THROUGH  
ADVANTAGE NOTARY OF FLORIDA