

PA9000101448



THE UNITED STATES
CORPORATION
COMPANY

FILED

99 NOV 18 AM 9:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 486475 7159924

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : November 18, 1999

ORDER TIME : 10:56 AM

ORDER NO. : 486475-010

CUSTOMER NO: 7159924

000003049020--5

CUSTOMER: Toni Clark, Paralegal
RAFFERTY GUTIERREZ & SANCHEZ-
RAFFERTY GUTIERREZ & SANCHEZ-
Suite 1400
1101 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: HOERBIGER INTERVALVE (FLORIDA)
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

PH 11/19/99

RECEIVED
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

99 NOV 18 PM 3:10

RECEIVED

ARTICLES OF INCORPORATION
OF
HOERBIGER INTERVALVE (FLORIDA), INC.

FILED

99 NOV 18 AM 9: 01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and address of this Corporation shall be:

HOERBIGER INTERVALVE (FLORIDA), INC.

3350 Gateway Drive
Pompano Beach, Florida 33069

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 20,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1201 Hays Street
Tallahassee, Florida 32301

The name of the initial registered agent of this Corporation at that address shall be:

Corporation Service Company

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have three (3) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

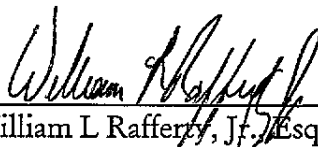
<u>Name</u>	<u>Street Address</u>
Gerd Unterburg	3350 Gateway Drive Pompano Beach, Florida 33069
Günter Stolz	3350 Gateway Drive Pompano Beach, Florida 33069
Charles Friess	3350 Gateway Drive Pompano Beach, Florida 33069

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
William L. Rafferty, Jr., Esq	Rafferty, Gutiérrez & Sánchez-Aballí, P.A. 1101 Brickell Avenue, Suite 1400 Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 7th day of November, 1999.



William L Rafferty, Jr., Esq., Incorporator

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

FILED
99 NOV 18 AM 9: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, HOERBIGER INTERVALVE (FLORIDA), INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1201 Hays Street, Tallahassee, Florida 32301 has named Corporation Service Company located thereat as its registered agent to accept service of process within this state.

By: William L. Rafferty, Jr.
William L. Rafferty, Jr., Esq., Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Registered Agent **Laura R. Dunlap**
as its agent