

LAW OFFICE OF
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December 1, 1999

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

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-12/03/99--01014--004
*****78.75 *****78.75

Re: Florida Axle, Inc.

Gentlemen:

Enclosed are the original and one (1) copy of the Articles of Incorporation of Florida Axle, Inc., together with the original Certificate Designating Resident Agent and Street Address for Service of Process within Florida.

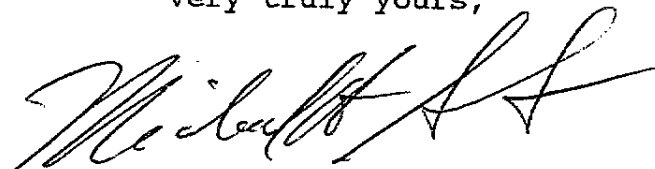
Also enclosed is my check in the amount of \$78.75 to cover the following costs and fees:

1. \$35.00 - Filing of Articles of Incorporation;
2. \$35.00 - Designation of Resident Agent; and
3. \$8.75 - Certified Copy of Articles of Incorporation

Please file the Articles, certify the enclosed copy, and return same to me in the envelope provided. Also, please note that the date of initial corporate existence should be as of the date of filing of these Articles.

Thank you for your assistance in this matter. If you have any questions, please contact Amanda of my office.

Very truly yours,



Michael A. Smith

MAS/an
div-corp.art
Enclosures

FILED
99 DEC -3 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLORIDA AXLE, INC.

FILED
99 DEC -3 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of incorporating under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be: FLORIDA AXLE, INC.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

A. To engage in the sale and purchase of axles and related products for mobile home.

B. To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type in investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incident to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or object of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of \$ 1.00 par value common stock.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers of such additional stock, in an amendment to Articles of Incorporation.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is \$1,000.00.

ARTICLE V - TERM OF EXISTENCE

The date when corporate existence shall begin is as of the date of these Articles of Incorporation are filed with Secretary of State of the State of Florida and the corporation shall exist perpetually thereafter unless dissolved by law.

ARTICLE VI - ADDRESS OF CORPORATION

The initial street address of the principal office of this corporation in the State of Florida will be 13125 S.W. 14th Street, Ocala, Florida 34481. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

ARTICLE VII - BOARD OF DIRECTORS

A. The initial number of Directors of this corporation shall be one (1). The number of Directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one (1).

B. The names and street addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are duly elected and qualified are:

<u>NAMES</u>	<u>ADDRESS</u>
Ronnie Thomas Stodghill, II	13125 S.W. 14th Street Ocala, Florida 34481

C. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the stockholders, for any reason.

D. In case one or more vacancies shall occur in the Board of

Directors by reasons of death, resignation or otherwise, the vacancies shall be filled by vote of the holders of a majority of stock entitled to vote thereon at the next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VIII - SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

<u>NAMES</u>	<u>ADDRESS</u>
Ronnie Thomas Stodghill, II	13125 S.W. 14th Street Ocala, Florida 34481

ARTICLE IX - VOTING TRUSTS

No stockholders of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X - ADDITIONAL CORPORATION POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into or become a partner in any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares, owned and held by any such shareholder as should desire to

sell, transfer or otherwise dispose of his shares or any or all of its shares owned and held by a stockholder who dies, all in accordance with the By-Laws adopted by the stockholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation cannot be impaired thereby.

C. To enter into for the benefit of its employees, one or more of the following: (1) pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan. or (6) other retirement or incentive compensation plans.

ARTICLE XI - REGISTERED AGENT

Ronnie Thomas Stodghill, II whose address is 13125 S.W. 14th Street, Ocala, Florida 34481, is authorized to accept service of process as resident agent for this corporation.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 15th day of December, 1999.

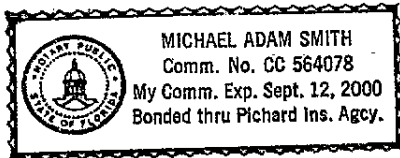
 (SEAL)
RONNIE THOMAS STODGHILL, II, Incorporator

STATE OF FLORIDA

COUNTY OF MARION

SWORN AND SUBSCRIBED before me this 1st day of December, 1999, by Ronnie Thomas Stodghill, II who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid.



Michael Adam Smith (SEAL)
Michael Adam Smith
Notary Public
CC 564078
Commission Number

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the designation to act in the capacity and agree to comply with the provisions of law relative to keeping open the corporation's office.

Ronnie Thomas Stodghill, II
Ronnie Thomas Stodghill, II, Registered Agent

12/1/99
Date

FILED
99 DEC -3 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA