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LONNIE L. SIMMONS, P. A.

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Pensacola, Florida 32504  
(850) 474-0886

December 16, 1999

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

EFFECTIVE DATE  
12-16-99

800003075758--9  
-12/21/99--01008--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Articles of Incorporation of Penco Transmissions, Inc.

Dear Sir/Madam:

I have enclosed for filing the original and one copy of the Articles of Incorporation of Penco Transmissions, Inc. I have also enclosed a check payable to the Secretary of State in the amount of \$70.00 to cover the costs of filing the Articles of Incorporation.

Please file the Articles of Incorporation and return a copy to me at the above address. If there are any problems, please do not hesitate to call. Your assistance and cooperation is appreciated.

Sincerely,



Lonnie L. Simmons

LLS\kbb

Enclosures

FILED  
99 DEC 21 PM 3:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-22-99

**ARTICLES OF INCORPORATION**

**OF**

**PENCO TRANSMISSIONS, INC.**

**EFFECTIVE DATE**  
**12-16-99**

FILED  
99 DEC 21 PM 3:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a Corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this Corporation is PENCO TRANSMISSIONS, INC.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing on the 16th day of December, 1999.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to transact any or all lawful business for which Corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 2,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

## **ARTICLE V - PRE-EMPTIVE RIGHTS**

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

## **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office and the principal place of business of this Corporation is 1717 W. Fairfield Drive, Pensacola, Florida 32501 and the name of the initial registered agent of this Corporation at that address is David L. Avery.

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have four (4) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the Corporation is:

Robert Harris  
Post Office Box 9585  
Mobile, Alabama 36691

David L. Avery  
10275 Sugar Creek Drive  
Pensacola, Florida 32514

Joey B. Avery  
8015 Brown Road  
Lakeland, Florida 32809

Roger W. Avery  
84 Dreahook Road  
Whitehouse Station, New Jersey 08889

## **ARTICLE VIII - INCORPORATORS**

The name and address of the Incorporator signing these articles is David L. Avery, 1717 W. Fairfield Drive, Pensacola, Florida 32501.


## ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

## ARTICLE X - AMENDMENT

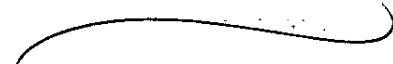
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the Shareholders is subject to this reservation.

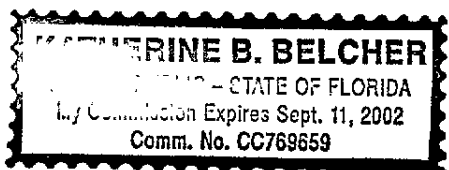
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this the 17 day of December, 1999.

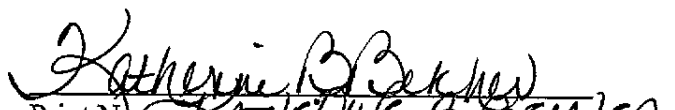
  
DAVID L. AVERY -  
Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBLA

The foregoing instrument was acknowledged to before me on this 17 day of December, 1999, by DAVID L. AVERY, who is personally known to me, or who has produced  as identification.



  
Print Name: KATHERINE B. BELCHER  
Notary Public, State of Florida  
My Commission Expires: 9/11/2002

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that PENCO TRANSMISSIONS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1717 W. Fairfield Drive, Pensacola, Florida 32501 has named David L. Avery at 1717 W. Fairfield Drive, Pensacola, Florida 32501, as its agent to accept service of process within Florida.

DATED

*December 17, 1999.*

*David L. Avery*  
\_\_\_\_\_  
DAVID L. AVERY - Director

FILED  
99 DEC 21 PM 3:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

*David L. Avery*  
\_\_\_\_\_  
DAVID L. AVERY -  
Registered Agent