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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

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DEC 11 6 15 AM '00

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BUSINESS CORPORATION

DEC 11 2000
By 1123125311

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Kelley's Transmission Center, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:
To operate an automobile and truck transmission center and all other
purposes for which a business corporation may be organized in the State
of Rhode Island

4. The aggregate number of shares which the corporation shall have authority to issue is:
(a) *If only one class:* Total number of shares 1000 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.):
no par value, common

or

(b) *If more than one class:* Total number of shares _____ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

6. Provisions (if any) for the regulation of the internal affairs of the corporation:

7. The address of the initial registered office of the corporation is 150 Main Street
(Street)

Pawtucket, Ri 02860 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)
Charles H. White

8. The number of directors constituting the initial board of directors of the corporation is One (1) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

Title	Name	Address
Director	Raymond A. Kelley,	4 Martin Street, Pawtucket, RI 02861
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. The name and address of each incorporator is:

Name	Address
Raymond A. Kelley	4 Martin Street, Pawtucket, RI 02861
_____	_____
_____	_____

10. Date when corporate existence to begin: January 1, 2001
(not more than 30 days after filing of these articles of incorporation)

Dated Dec 7, 192000

Raymond A. Kelley

Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Pawtucket, on this 7th day of December, 2000, personally appeared
before me Raymond A. Kelley

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Charles H. White
Notary Public
My Commission Expires: 6-27-01