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LIMITED LIABILITY COMPANY

Marathon Brake Systems, Inc.

Certificate of Status	1
Certified Copy	1
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**ARTICLES OF INCORPORATION  
OF  
MARATHON BRAKE SYSTEMS, INC.**

Pursuant to Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I - NAME**

The name of the corporation is Marathon Brake Systems, Inc. (hereinafter called the "Corporation").

**ARTICLE II - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office and mailing address of the Corporation is c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, FL 33131.

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 100 shares of Common Stock.

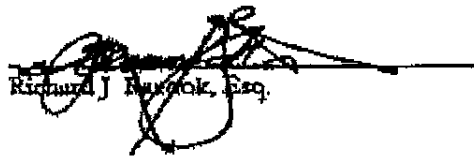
**ARTICLE V - INITIAL REGISTERED AGENT**

The name of the initial registered agent of the Company is Corporation Service Company. The Florida street address of the initial registered agent of the Company is 1201 Hays Street, Tallahassee, Florida 32301.

**ARTICLE VI - INCORPORATOR**

The name and address of the incorporator is Richard J. Razook, Esq., Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, FL 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of September, 2005.

  
Richard J. Razook, Esq.

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**


**WITNESSETH:**

That Marathon Brake Systems, Inc., desiring to organize under the laws of the State of Florida, has named Corporation Service Company, whose address is 1201 Hays Street, Tallahassee, Florida 32301, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated 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 and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607 0503, Florida Statutes.

Dated this 21st day of September, 2005.

By:   
Jeanne Reynolds  
as its agent

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