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(Requestor's Name)

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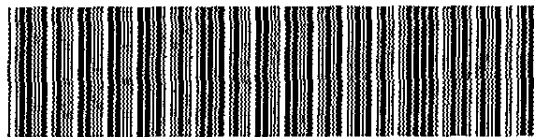
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03 MAY -6 PM 2:05
TALLAHASSEE, FLORIDA

MAY 14 2003



KW PARTS INC

Specializing in Original Replacement Parts for BMW, Mercedes, Porsche and Volvo Automobiles

May 5, 2003

By Overnight Courier

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

I enclose for filing the Articles of Incorporation of Friends Marketing Inc., together with a check in the amount of \$78.75 (for filing, registered agent designation, and certified copy).

I also enclose signed consent of the registered agent.

If you have any question or there is anything I have omitted, please telephone me toll-free at 954-973-8400 x112.

Thank you,

Jeffry A. Kunkel
Incorporator

Articles of Incorporation of
Friends Marketing Inc.

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03 MAY -6 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation is Friends Marketing Inc.

SECOND: The address of the principal office of the corporation is 2504 NW 19th Street, Pompano Beach, Florida 33069, attn: Mr. Jeffry A. Kunkel.

THIRD: The mailing address of the corporation is 2504 NW 19th Street, Pompano Beach, Florida 33069, attn: Mr. Jeffry A. Kunkel.

FOURTH: The number of shares that the corporation is authorized to issue is 10,000 shares of Common Stock of a par value of \$1.00 each.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is 2504 NW 19th Street, Pompano Beach, Florida 33069, and the name of the initial registered agent of the corporation at the said registered office is Jeffry A. Kunkel.

The written acceptance of the initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Jeffry A. Kunkel	2504 NW 19 th Street Pompano Beach, Florida 33069

SEVENTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any

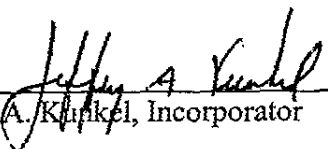
other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

EIGHT: The corporation is organized to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, including without limitation the importation, purchase and sale of jewelry, household and gift items of all types.

NINTH: The duration of the corporation shall be perpetual.

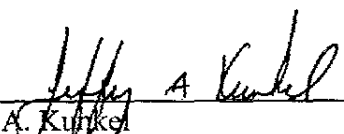
TENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in this official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed May 5, 2003



Jeffrey A. Kunkel, Incorporator

I hereby consent to serve as Registered Agent in the State of Florida for
Friends Marketing Inc.



Jeffrey A. Kunkel

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA