

PO7800033437

Valentina Lamont  
12344 SW 27 St  
Miami FL 33175



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TALLAHASSEE, FLORIDA

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1007-11741



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 8, 2007

VALENTINA LAMONT  
12344 SW 27 ST  
MIAMI, FL 33175

SUBJECT: ORINOCO PARTS ENTERPRISES, INC.  
Ref. Number: W07000011741

We have received your document for ORINOCO PARTS ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap  
Regulatory Specialist  
New Filing Section

Letter Number: 007A00016668

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

07 MAR 15 AM 10:31

RECEIVED

CERTIFICATE OF INCORPORATION

OF

ORINOCO PARTS ENTERPRISES, INC.

original  
FILED

07 MAR 15 PM 3:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida and under the provision of the State of Florida providing for the formation, liability, rights, privileges, and immunities of a Corporation for profit.

ARTICLE I

The name of the Corporation shall be:

ORINOCO PARTS ENTERPRISES, INC.

ARTICLE II

The Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The maximum shares of stock, with \$10.00 per value, that this Corporation is authorized to have outstanding at any time shall be 300 shares of common stock.

ARTICLE IV

The minimum amount of capital with which this Corporation shall commence business would not be less than Three Thousand Dollars (\$3,000.00).

ARTICLE V

The Corporation is to have perpetual existence.

ARTICLE VI

The address for the principal office of this Corporation shall be:

Office:                   8923 SW 96<sup>th</sup> St.  
                                  Miami, Fl, 33176

ARTICLE VII

The number of Board Directors of the Corporation shall not be less than one person. The number may be increased or diminished from time to time by resolution of the stockholders. The names and post office addresses of the first Board of Directors, who subjected to the provisions of the Certificate of Incorporation, the By-Laws, and the acts of legislature, shall hold the office for the first year of the Corporation's existence or until their successors are elected and shall be duly qualified, are:

Catalina C. Guevara

Director

Juan A. Guevara

President  
Director

ARTICLE VIII

The names and post office addresses of the subscriber to the Certificate of Incorporation are as follows:

TOYOAUTOS ORINOCO, C.A.  
Avenida Pichincha Edf. Toyoauto  
Ciudad, Bolivar, Estado Bolivar  
Venezuela

100%

#### ARTICLE IX

No contract or other transaction between this Corporation and any other Corporation shall be affected or invalidated by the fact that any of the Directors of this Corporation is interested in, or is a Director or an officer of, or are Directors or Officers of such other Corporation.

The Corporation shall have the further right and power to from time to time, determine whether and to what extent, at what time and places, and under which conditions and regulations the accounting books of the Corporation, other than the stock book, or any of them, shall be open to inspection of the stockholders, and no stockholder shall have any right for inspection of any account book or document of this Corporation, except for the conferred by statute, unless authorized by resolutions of stockholders or Board of Directors. The Corporation, in its By-Laws confers the foregoing powers in addition to the powers authorized expressly conferred by Statute. Both Stockholders and Directors shall have the power, if the By-Laws so provide to hire officers within or without the State of Florida, and to keep the books of this Corporation subject of the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

#### ARTICLE X

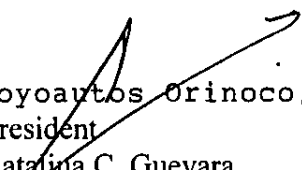
The Corporation shall have the power to purchase, or otherwise acquire directly and/or through ownership of stock in any corporation, all or any part of the business, goodwill, rights, property, assets, or of any individual, and to pay for the same in cash, with the stock of this Corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the laws of the State of

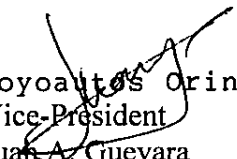
Florida, and any acts amendatory thereto; and to exercise all the powers necessary or convenient in or about conducting and management of such business.

To enter into general partnership, limited partnership, (whether the Corporation be a limited or general partnership), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth herein jointly or in common with others, so long as the Corporation would have the power to do so alone.

We, the undersigned, being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a Corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively agree to abide by the Articles as herein stated.

Subscribed at Miami, FL, this 27 day of February, 2007.

  
Toyoautos Orinoco, C.A.  
President  
Catalina C. Guevara  
8923 SW 96<sup>th</sup> St  
Miami, FL 33176

  
Toyoautos Orinoco, C.A.  
Vice-President  
Juan A. Guevara  
8923 Sw 96<sup>th</sup> ST  
Miami, Fl 33176

**CERTIFICATE  
DESIGNATING CHANGE OF  
PLACE OF BUSINESS OR DOMICILE  
FOR SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA**

**FILED**

**07 MAR 15 PM 3:05**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ORINOCO PARTS ENTERPRISES, INC.**

Is qualified to do business under the law of the State of Florida, with its principal office at 8923 SW 96<sup>th</sup> St, Miami, FL 33176, and has appointed Valentina LaMont, as its agent to accept service of process within the State.

**ACKNOWLEDGMENT**

Having been named to accept services of process for the above state Corporation at the place designate in the Certificate. I, hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

REGISTERED AGENT -



Valentina LaMont  
12344 SW 27<sup>th</sup> St  
Miami, FL 33175