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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
Latiparts Inc.

Article I. Name

The name of this Florida corporation is:

Latiparts Inc.

Article II. Address

The mailing address of the Corporation is:

Latiparts Inc.
8180 NW Geneva Court, Suite 325
Miami, FL 33166

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach, FL 33139-6629
(305) 672-0686

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H95000008428

The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Eglee Lugo
Ireneo Lugo

Article VI. Incorporator

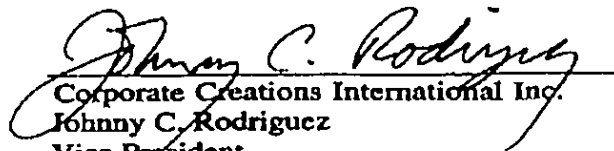
The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach, FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of July 31, 1995

The undersigned incorporator executed these Articles of Incorporation on July 31, 1995


Corporate Creations International Inc.
Johnny C. Rodriguez
Vice President

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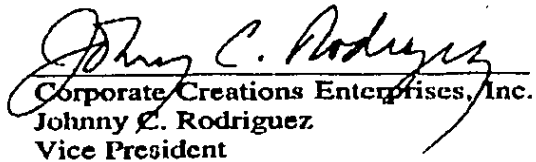
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

CORPORATION:
Latiparts Inc.

REGISTERED AGENT:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties I am familiar with and accept the obligations of the registered agent position.


Corporate Creations Enterprises, Inc.
Johnny C. Rodriguez
Vice President

Date: July 31, 1995

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