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TO: DIVISION OF CORPORATIONS

FROM: R & A USED AUTO PARTS, INC.

DEPARTMENT OF STATE

1480 FLAGLER ST

TALLAHASSEE, FLORIDA

SUITE 20

409 S. GAYNES STREET

MIAMI, FL 33135

TALLAHASSEE, FLORIDA

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NAME: R & A USED AUTO PARTS, INC.

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ARTICLES OF INCORPORATION

OF

R & A USED AUTO PARTS, INC.

The undersigned subscriber to these Articles of Incorporation, the natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

R & A USED AUTO PARTS, INC.

ARTICLE II

PURPOSES/NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

A) Any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is Five Hundred (500) shares of common stock, having a nominal of par value of One dollar (\$1.00) per share. The amount to be paid for each share shall be fixed by the board of directors, but in no event shall be less than \$1.00. In all events, the corporation may be paid in dollars, goods or services as provided in the By-Laws.

ARTICLE IV

prepared by: Leandro S. Nunez
2151 Le Jeune Rd. 309A
Coral Gables, FL 33134
(305)445-1666
FL Bar No.: 364886

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TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is more than Five Hundred Dollars (\$500.00).

ARTICLE VI

ADDRESS

The initial address of the principal office of this corporation in the State of Florida is:

4245 East 10 Ct.
Hialeah, FL 33013

The Board of Directors may from time to time move the principal offices to any other address.

ARTICLE VII

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the corporation shall be VICENTE R. HERNANDEZ, and the registered office shall be located at 4245 East 10 Ct., Hialeah, FL 33013, or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State.

ARTICLE VIII

DIRECTORS

This corporation shall have not less than one director as set forth in the By-Laws. The names and street addresses of the first member of the Board of Directors of this corporation, who, subject

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to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified, are:

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NAME	ADDRESS
Vicente R. Hernandez	75 East 49 St. Hialeah, FL 33013

The name and street address of the subscriber of these Articles of Incorporation is:

NAME	ADDRESS
Vicente R. Hernandez	75 East 49 St. Hialeah, FL 33013

ARTICLE X

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right of inspection any account, book or documents of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all

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expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer may be entitled.

ARTICLE XII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided in the By-Laws. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

In Witness Whereof, I have hereunto set my hand and seal at Miami, Dade County, Florida this 20 day of March, 1996.


INCORPORATOR, VICENTE R. HERNANDEZ

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

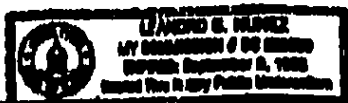
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STATE OF FLORIDA)
COUNTY OF DADE) SH:

BEFORE ME, THE UNDERSIGNED AUTHORITY, THIS DAY PERSONALLY APPEARED VICENTE R. BERNANDE TO ME KNOWN TO BE THE INDIVIDUAL DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLE OF INCORPORATION AND THAT HE ACKNOWLEDGED BEFORE THAT HE SIGNED AND EXECUTED SAME FOR THE PURPOSES THEREIN SET FORTH.



James E. Palmer
NOTARY PUBLIC
STATE OF FLORIDA NO. LARGE

My Commission Expires

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service or process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

Vicente Bernande

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