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BARNEY B. AVCHEN, J.D., PA.

ATTORNEYS-AT-LAW

May 28, 1999.

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-05/01/99--01108--011
*****78.75 *****78.75

RE: Repuestos El Gringo, Inc.

Gentleman:

Attached hereto please find my Trust Account check no. 8792 in the sum of \$78.75 as and for your fee for which I should appreciate your being good enough to certify the enclosed Articles of Incorporation. Please be good enough to return same to this office.

Thanking you in advance for your usual prompt attention, I remain,

Yours sincerely,


BARNEY B. AVCHEN

BBA/gc
Enc.

FILED
1999 JUN - 1 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

REPUESTOS EL GRINGO, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:

REPUESTOS EL GRINGO, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be: 5220 N.W. 72nd. Avenue, #31, Miami, Florida 33166.

ARTICLE III

The general nature of the business, and the objects and purposes proposed to be transacted and carried on, are to do any and all things hereinmentioned, as fully and to the same extent as natural persons might or could do, viz.:

To transact any business activity permitted by the laws of the State of Florida, without exception.

ARTICLE IV

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be TEN THOUSAND [10,000] shares of ONE DOLLAR [\$1.00] par value each, which shares will all be Common Stock.

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The name and address of the initial registered agent is JOSHUA NYHUS, and his business address is 5220 N.W. 72nd. Avenue, #31, Miami, Florida 33166.

ARTICLE VII

The number of directors of this corporation shall be not less than one. The name(s) and address(es) of the initial director(s) of this corporation is/are:

<u>NAME</u>	<u>ADDRESS</u>
JOSHUA NYHUS	5220 N.W. 72nd. Avenue, #31 Miami, Florida 33166.


INITIALS

ARTICLE VIII

The name(s) and address(es) of the subscriber(s) to the Certificate of Incorporation is/are:

NAME

ADDRESS

JOSHUA NYHUS

5220 N.W. 72nd. Avenue, #31
Miami, Florida 33166.

ARTICLE IX

The corporation shall have the further right and power to:

Determine from time to time whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of this corporation [other than the stock book] or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspection of any account, book, or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

This corporation may, in its by-laws, confer powers upon its Board of Directors or Officers, in addition to the foregoing, and in addition to the powers authorized and expressly conferred by statute.

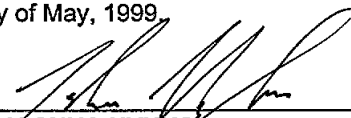
Both stockholders and directors shall have the power, if the by-laws so provide, to hold their respective meetings and to have one or more offices within or without the State of Florida, and to keep the books of this corporation [subject to the provisions of the statutes] outside the State of Florida, 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 document, in the manner or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

ARTICLE X

At the election of the officers of this corporation, this corporation may be qualified as a Sub-chapter S corporation, pursuant to the Laws of the United States of America and the Internal Revenue Service. This provision shall be applicable only if the business in which the corporation engages qualifies for such tax treatment under the aforesaid Laws.

IN WITNESS WHEREOF, we, the undersigned, being the original subscribers to the capital stock hereinabove-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, acknowledge and file this document, hereby declaring and certifying that the facts herein-stated are true, and accordingly have hereunto set our hands and seals this 27th day of May, 1999.

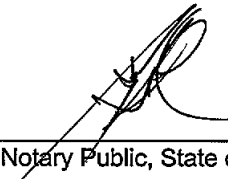


JOSHUA NYHUS L.S.

STATE OF FLORIDA]
] SS:
COUNTY OF MIAMI-DADE]

The foregoing instrument was acknowledged before me this 27th day of May, 1999, by JOSHUA NYHUS.

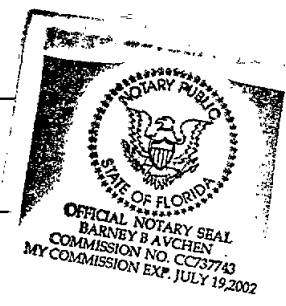
[] He/She/They is/are personally known to me.
[X] He/She/They produced his/her/their FLORIDA DRIVER'S LICENSE as identification.



Notary Public, State of Florida

BARNEY B. AVCHEN

PRINTED NAME OF NOTARY PUBLIC



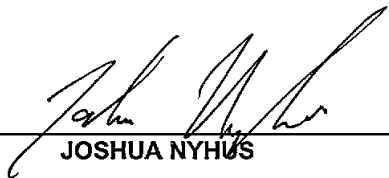
CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That REPUESTOS EL GRINGO, INC. desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Miami, County of Miami-Dade, and State of Florida, has named JOSHUA NYHUS, whose business address is 5220 N.W. 72nd. Avenue, #31, Miami, Florida 33166, 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 accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



JOSHUA NYHUS

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA