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Division of Corporations

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Florida Department of State  
Division of Corporations  
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**LIMITED LIABILITY COMPANY**

**AMERICAN & ASIAN PARTS SUPPLY, L.L.C.**

Certificate of Status	0
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**ARTICLES OF ORGANIZATION  
OF  
AMERICAN & ASIAN PARTS SUPPLY, L.L.C.  
a Florida Limited Liability Company**

**THE UNDERSIGNED**, an authorized representative for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes hereby adopts the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the limited liability company (the "company") shall be **AMERICAN & ASIAN PARTS SUPPLY, L.L.C.**

**ARTICLE II  
PURPOSE**

The purpose is to engage in all lawful activity.

**ARTICLE III  
DURATION**

The company shall exist until the earlier of the date not exceeding 50 years from the date of filing with the Department of State or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

Arturo J. Aball  
One S.E. Third Ave., Suite 2250  
Miami, Florida 33131  
Tel: (305) 373-6600  
Florida Bar # 166383

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**ARTICLE IV  
PLACE OF BUSINESS IN THE STATE**

The mailing address and principal place of business of the company in the State of Florida shall be:

One S.E. Third Avenue  
Suite 2250  
Miami, Florida 33131

**ARTICLE V  
INITIAL REGISTERED OFFICE AND  
REGISTERED AGENT**

The address of the initial registered agent and the initial registered office of the company is:

AMKE REGISTERED AGENTS, L.L.C.  
2250 SunTrust International Center  
One S.E. Third Avenue  
Miami, Florida 33131

**ARTICLE VI  
MANAGEMENT**

The Company shall be managed by two Managers each of which may act individually whose names and addresses are as follows:

AMADO COSME MARTINEZ  
2250 SunTrust International Center  
One S.E. Third Avenue  
Miami, Florida 33131

EFRAIN MARTINEZ  
2250 SunTrust International Center  
One S.E. Third Avenue  
Miami, Florida 33131

Arturo J. Aball  
One S.E. Third Ave., Suite 2250  
Miami, Florida 33131  
Tel: (305) 373-6800  
Florida Bar # 166383

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**ARTICLE VII  
TRANSFERABILITY OF MEMBER'S INTEREST**

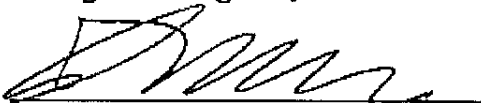
A member's interest in the company shall not be transferred unless the transfer is made pursuant to the provisions of the Company's regulations.

**ARTICLE VIII  
CONTINUATION OF BUSINESS OPERATIONS**

The company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in a limited liability company, unless the business of the company is continued by the consent of all of the remaining members.

**IN WITNESS WHEREOF**, the undersigned authorized representative has executed these Articles of Organization this 20<sup>th</sup> day of April, 2004.

AMKE Registered Agents, L.L.C.

By:   
Arturo J. Aballi  
President

Arturo J. Aballi  
One S.E. Third Ave., Suite 2250  
Miami, Florida 33131  
Tel: (305) 373-6600  
Florida Bar # 166383

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**CERTIFICATE OF REGISTERED AGENT**

**OF**

**AMERICAN & ASIAN PARTS SUPPLY, L.L.C.**

**a Florida Limited Liability Company**

Pursuant to Chapter 608 of the Florida Statutes, the following is submitted, in compliance with said Act:

That AMERICAN & ASIAN PARTS SUPPLY, L. L. C. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization at the City of Miami, County of Dade, State of Florida, has named AMKE REGISTERED AGENTS, L.L.C. of 2250 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, as its agent to accept service of process with this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 20<sup>th</sup> day of April, 2004.

AMKE REGISTERED AGENTS, L.L.C.

By: 

Arturo J. Aballi  
President

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