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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone : (305) 634-3694

Fax Number : (305) 633-9696

LIMITED LIABILITY COMPANY

MARTIN GUTIERREZ INTERNATIONAL PARTS, LLC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION
OF
MARTIN GUTIERREZ INTERNATIONAL PARTS, LLC.

ARTICLE I - NAME

The name of this Limited Liability Company is: MARTIN GUTIERREZ INTERNATIONAL PARTS, LLC.

ARTICLE II - PRINCIPAL OFFICE

The mailing and street address of the principal office of this Limited Liability Company is
11120 SW 44 Street, Miami, Florida 33165.

ARTICLE III - TERM OF EXISTENCE

This Limited Liability Company shall have perpetual existence.

ARTICLE IV - PURPOSE OF ORGANIZATION

The general nature of the business and the objects and purposes to be transcribed and carried on are as follows: in general to carry on any other legal business whatsoever which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties, and, further to borrow or raise money for any purposes to mortgage all or any part of the property corporeal or incorporeal rights or franchise of this company now owned or hereafter acquired and to create, issue, draw, accept and negotiate bonds, mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by a one or more Managing Member(s) and the name(s) and address(es) of the Managing Member(s) is as follows:

Martin R. Gutierrez
Martha L. Iriarte

All with a Florida address of 11120 SW 44 Street, Miami, FL 33165.

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ARTICLE VI - ADMISSION OF NEW MEMBERS

Unless otherwise herein specified, no new Members shall be admitted to the Limited Liability Company during the period of its existence. New Members may be admitted pursuant to a vote of not less than 100% of the total existing ownership interests in the Limited Liability Company, which percentage shall be determined and measured by the percentage of ownership interest each Member has in the Limited Liability Company. No individual Member and/or Managing Member of the Limited Liability Company shall ever have the power to terminate or grant membership to any person.

ARTICLE VII - CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the Limited Liability Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Members shall be fully entitled to continue the business of the Limited Liability Company provided that 100% of the ownership interest then remaining shall have to do so in writing.


MARTIN R. GUTIERREZ, Managing Member

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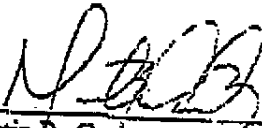
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is: MARTIN GUTIERREZ
INTERNATIONAL PARTS, LLC.
2. The name and the Florida street address of the Registered Agent is:

Martin R. Gutierrez
11120 SW 44 Street
Miami, Florida 33165

Having been named as registered agent to accept service of process of the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as provided for in Chapter 608, F.S..


Martin R. Gutierrez, Registered Agent

4/2/2001
Date

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