

CORPORATE AGENTS
103 N. MERIDIAN STREET, TALLAHASSEE, FL 32301
222-1173

L02600019651

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: Pam
DATE: 8-2-02
REF. #: 0262.8261
CORP. NAME: XS Parts, Net, LLC

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-08/02/02--01034--022--
***155.00 ***155.00

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER: _____

STATE FEES PREPAID WITH CHECK# 27133 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- CERTIFICATE OF STATUS
- PLAIN STAMPED COPY

BK
RECEIVED
02 AUG -2 AM 11:49
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TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF ORGANIZATION
OF
XSPARTS.NET, LLC

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TALLAHASSEE, FLORIDA

The undersigned authorized representative hereby executes these Articles of Organization (“**Articles**”) for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the “**Company**”) shall be:

XSPARTS.NET, LLC

ARTICLE II

Principal Office and Mailing Address

The mailing address of the Company initially shall be:

P. O. Box 18466
Tampa, FL 33679-8466

The address of the principal office of the Company initially shall be:

1720 W. Cleveland
Tampa, FL 33606

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 1720 W. Cleveland, Tampa, FL 33606, and the initial registered agent of the Company at such office shall be Gerald W. Houser. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE IV

Operating Agreement

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States. Initially there shall be one member, and the initial member shall be Gerald W. Houser.

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ARTICLE V

Management of Business

Except for rights that are specifically reserved to the members in the Operating Agreement or these Articles, management of the Company shall be vested in its manager (s). Accordingly, the Company shall be a manager-managed company. Initially there shall be one manager, and the initial manager shall be Gerald W. Houser.

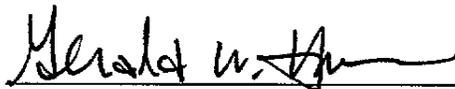
ARTICLE VI

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.

DATED this 30th day of July, 2002.



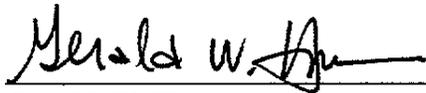
Gerald W. Houser, Member and Manager

XSPARTS.NET, LLC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 30th day of July, 2002.



Gerald W. Houser

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