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Division of Corporations

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LIMITED LIABILITY COMPANY

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

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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. Aballí
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**

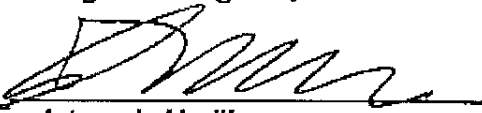
A member's interest in the company shall not be transferred unless the transfer is made pursuant to the provisions of the Company's regulations.

**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 20th 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
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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 20th day of April, 2004.

AMKE REGISTERED AGENTS, L.L.C.

By: 

Arturo J. Aballi
President

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