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Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.
Services and Parts Alliance LLC

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November 17, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CASABLANCA & ASSOCIATES, PA

SUBJECT: SERVICES AND PARTS ALLIANCE LLC
REF: W09000050399

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The designation of the registered agent must be at a Florida street address.

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Neysa Culligan
Regulatory Specialist II

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ARTICLES OF ORGANIZATION

Services and Parts Alliance LLC

WE, the undersigned, hereby associate ourselves for the purpose of becoming a Organization under the laws of the state of Florida and, under the statute of the State of Florida providing for the formation, rights, privileges, immunities a liability of incorporating for profit it is:

ARTICLE I

The name of the Organization shall be Services and Parts Alliance LLC

ARTICLE II

The organization shall engage in any activity or business permitted under the laws of the State of Florida and the United States of America. In particular, this organization will engage in the exportation/importation of auto parts.

ARTICLE III

The maximum number of units which the organization is authorized to issue and have outstanding at any time is 500 units, one dollar a unit.

ARTICLE IV

The amount of capital with which the organization shall commence business shall be not less than five hundred dollars.

ARTICLE V

The organization is to exist perpetually unless the sooner dissolved according to law.

ARTICLE VI

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The initial post office address of the principle office of this organization in the State of Florida shall be at 5804B Lake Underhill Road, Orlando, FL, 32807

The business of the organization shall be managed by the Board of Members consisting of not less than one (1) not more than five (5) members. A quorum for the holding of a meeting of the Board of Members, and for the transaction of any business properly carried out by the directors on behalf of the organization, shall consist of a majority of the members thereof. But, the members, by unanimous consent in writing, included in the minutes of the organization may consent to the doing of any act and such consent in writing shall have the same force and affect as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an Executive Committee.

ARTICLE VII

The names and post office addresses of the members of the first Board of Members and slate of members are as follows:

NAME

Alirio Alonzo Diaz Ratia

TITLE

Member

ADDRESS

Urbanizacion Ciudad Alianza Etapa 5 Manzana 1 Casa 62 Guacara Estado Carabobo
2016 Venezuela

ARTICLE VIII

The names and address of the subscriber of these Articles of organization is Alirio Alonzo Diaz Ratia

(+1 - 09 000 24 11 36 3)

ARTICLE IX

No unit holder of this organization shall enter into a voting trust agreement or any other type of agreement vesting in another person or authority to exercise the voting power of any of all of his units.

ARTICLE X

At all elections of Members of this organization each unit holder shall be entitled to as many votes as shall equal the number of votes which (except for those provisions as to cumulative voting) he would be entitled to cast for the election of the Member with respect to his units of stock multiplied by the number of Members to be elected and he may cast all votes for a single Member or may distribute them among the number to be voted for, or any one or more of them as he may see fit.

ARTICLE XI

No contract or other transaction between this organization and any other organization shall be affected by the fact that any Member of this organization is interested in, or is a Director or Officer of, such other organization and any director, individually or jointly, may be a party to or may be interested and no contract or other transaction of this organization with any person, firm or corporation, shall be affected by the fact that any member of this organization is a party in any way connected with such person, firm or corporation, and every person who may become a Member of this organization is hereby relieved from any liability that might otherwise exist from contracting with the organization for the benefit of himself or any firm, association, or corporation within which he may be in any way interested.

ARTICLE XII

Any Member of this organization may be removed at any annual or special meeting of the unit holders by the same vote as that required to elect a Member.

ARTICLE XIII

The unit holders of this organization shall have the power to include in the By Laws, adopted by a majority of the unit holders of this organization, any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of its unit holders, or in any event of the death of any of the unit holders. The manner and form as well as relevant terms, conditions, and details hereof, shall be determined by the unit holders of this organization provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such

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provisions shall be written upon the certificate evidencing the ownership of such units. No unit holder to this organization may sell or transfer his units therein except to another individual who is eligible to be a unit holder of this organization.

Article XIV

In furtherance and not in limitation of the general power conferred by the Laws of the State of Florida and of the purposes and objects herein above stated, this organization shall have all and singular the following power:

This organization shall have the power to enter into or become a partner in, any arrangement for sharing profits, union of interest or organization, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this organization has direct or incidental authority to pursue.

This organization shall have the power to deny to the holders of the common units of this organization, and pre-emptive right to purchase or subscribe to any new issues of any type of units of this organization, and no unit holder shall have any pre-emptive right to any such units.

This organization shall have the power to enter into, for the benefit of the employees, one or more of the following:

1. A pension plan.
2. A profit sharing plan.
3. A stock bonus plan.
4. A thrift and saving plan.
5. A restricted stock option plan, or
6. Other retirement or incentive compensation plan.

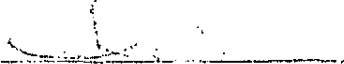
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ARTICLE XV

These Articles of Organization may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Members, proposed by them to the unit holders, and approved at the unit holder's meeting by a majority of the units entitled to vote thereon, unless all the members and all the unit holders sign a written statement manifesting their intention that at a certain amendment of these be made. All rights of unit holders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of organization of Services and Parts Alliance LLC

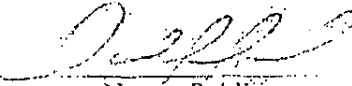
This 30 day of October, 2009.

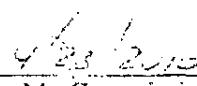

Alirio Alonzo Diaz Ratia
Subscriber

STATE OF FLORIDA

BEFORE ME, a Notary Public, authorized to take acknowledgment in the State and County above set forth, personally appeared known to me and known by me to the person who executed the foregoing articles of organization, and he acknowledged before me first that he executed those articles of organization.

IN WITNESS WHEREOF, I have hereinto set my hand and affixed my official seal in the State and County aforesaid this 30 day of October, 2009.


Notary Public


My Commission Expires (SEAL)

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVED**

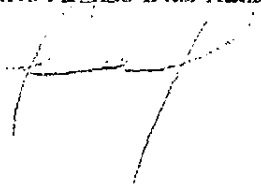
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First, that Services and Parts Alliance LLC desiring to organize under the Laws of the State of Florida, with its principle office as indicated in the Articles of Organization at City of Orlando, County of Orange and State of Florida, has named Alirio Alonzo Diaz Ratia 5804B Lake Underhill Road, Orlando, Fl., 32807 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place of 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.

Alirio Alonzo Diaz Ratia



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