File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE LIMITED LIABILITY COMPANY A FLORIDA DEPARTMENT OF STATE Sandra B. Mortham ANNUAL REPORT Secretary of State 1998 DIVISION OF CORPORATIONS 98 APR 13 AM 10: 04 FILING FEE Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE Name and Mailing Address
of Limited Liability Company DOCUMENT # L96000000912 1a. Principal Place of Business Address PARTS AND SERVICES OF THE AMERICAS, L.C. 6501 PARK OF COMMERCE BOULEVARD 6501 PARK OF COMMERCE BOULEV SUITE 225 SUITE 225 BOCA RATON FL 33487 BOCA RATON FL 33487 3. Date Organized or Qualified | 3a. State of Formation 2. Principal Place of Business 2a. Mailing Address 08/27/1996 4. FEI Number Suite, Apt. #, etc. \mathbf{FL} Suite, Apt. #, etc. Applied For City & State City & State Not Applicable 65-0691452 5. Date of Last Report 6. Certificate of Status Desired Zip Country Country Zip S8.75 Additional Fee Required 8. Name and Address of New Registered Agent/Office 7. Name and Address of Current Registered Agent DEACON, G.M. Street Address (P.O. Box Number Is Not Acceptable) 6501 PARK OF COMMERCE BOULEVARD 60<u>0002489986</u> SUITE 225 Suite, Apt. #, etc. BOCA RATON FL 33487 -04/16/98--01010---011 ****188p Code ****188.75 City 9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing Its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations. SIGNATURE _ (Registered Agent Accepting Appointment) (NOTE Registered Agent signature required when reinstating) 10. Title Managing Members/Managers **Business Street Address** City, State and Zip Code MEM KISE HOLDING CORP. %, 741 HAMBRICK DRIVE LILBURN GA 6501 PARK OF COMMERCE BOUL BOCA RATON FL MEM VGD HOLDING, INC. % G. MEM VALVERDE, ADRIAN 500 METROS AL OUESTE DEL H LA URUCA, SAN JOSE F

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee epipewered to execute this record as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

attachment with an address.

SIGNATURE: