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FROM: FAS-T CORP. AGENTS, INC.
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NAME: INFINITY MOTOR PARTS, L.C.

AUDIT NUMBER.....H98000012980

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**ARTICLES OF ORGANIZATION OF
INFINITY MOTOR PARTS, L.C.**

**ARTICLE I
NAME**

The name of the limited liability company is INFINITY MOTOR PARTS, L.C.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the limited liability company is c/o Carlos A. Lacasa, Esq., 701 Brickell Avenue, Suite 1800, Miami, Florida 33131.

**ARTICLE III
DURATION**

The period of duration for the limited liability company shall be perpetual.

**ARTICLE IV
MANAGEMENT**

The limited liability company is to be managed by the members and the names and addresses of the initial managing members are Miguel Antonio Sierralta, 7441 Wayne Avenue, #14-G, Miami Beach, Florida 33141 and Antonio Jose Piedra, 8330 N.W. 7 Street, #143, Miami, Florida 33126.

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

A member's membership interest may be assigned in whole or in part, to any person, without the consent of the non-assigning members. However, no person may be admitted as a member unless each member consents in writing to the admission of the additional member. Said consent or consents shall not be unreasonably withheld by the existing members.

**ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS**

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 the limited liability company, the remaining members of the limited liability company shall continue the business of the limited liability company in perpetuity, provided that the limited liability company has at least two members at all times.

PREPARED BY: LACASA & ASSOCIATES
701 Brickell Ave. 1
Suite 1800
Miami, Fl. 33131
(305) 789-2711

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ARTICLE VII
INITIAL REGISTERED AGENT

The name and street address of the initial Registered Agent of the Limited Liability Company is Carlos A. Lacasa, Esq., Lacasa & Associates, 701 Brickell Avenue, Suite 1800, Miami, Florida 33131.

DATED: July 15th, 1998.

By: 
Miguel Antonio Sieralta, Member

By: 
Antonio Jose Piedra, Member

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

ACCEPTANCE OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the Limited Liability Company is INFINITY MOTOR PARTS, L.C.
2. The name and address of the Registered Agent and office is: Carlos A. Lacasa, Esq., 701 Brickell Avenue, Suite 1800, Miami, Florida 33131.

Having been named as Registered Agent and to accept service of process for 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.

DATED: July 13th 1998.

LACASA & ASSOCIATES
701 Brickell Avenue, Suite 1800
Miami, Florida 33131
(305) 789-2700

By: 

CARLOS A. LACASA
FBN 863750

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of INFINITY MOTOR PARTS, L.C. deposes and says:

1. The above-named Limited Liability Company has at least two members.
2. The total amount of cash contributed by the member(s) is: \$1,000.00
3. If any, the agreed value of property, other than cash, contributed by member(s) is \$0.00. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$1,000.00. This total includes amounts from #2 and #3 above.

DATED: July 12th, 1998.

[Signature]
 Miguel Antonio Sierralta
[Signature]
 Antonio Jose Piedra

STATE OF FLORIDA

SS:

COUNTY OF DADE

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I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Miguel Antonio Sierralta, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: FL DL# S 643541 446498 and that an oath was taken.

Witness my hand and official seal in the County and State last aforesaid this 13 day of July, 1996.

[Signature]
 Notary Signature

STATE OF FLORIDA

SS:

COUNTY OF DADE



EDUARDO M. LACASA
 My Commission CC443008
 Expires Mar. 03, 1999
 Bonded by HAI
 800-422-1886

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Antonio Jose Piedra, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: FL DL# 80036677 and that an oath was taken.

Witness my hand and official seal in the County and State last aforesaid this 13 day of July, 1996.

Venezuelan passport

[Signature]
 Notary Signature



EDUARDO M. LACASA
 My Commission CC443008
 Expires Mar. 03, 1999
 Bonded by HAI
 800-422-1886

Printed Notary Signature