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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

M & D WAREHOUSE AUTO PARTS II, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
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B. McKnight FEB 10 2000

ARTICLES OF CORPORATION

M & D Warehouse Auto Parts II, Inc.

We the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The Name of the Corporation shall be:

M & D Warehouse Auto Parts II, Inc.

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold of land or houses or other property. to deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchases, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership the right to vote according to the right of said instruments and agreements.

Prepared By: Oscar Mesa
1518 SW 74 Court
Miami, Florida 33144
(305) 633-8299

E. To purchase, hold, sell and transfer shares of its own capital stock: subject, however, to such limitations as may be provided law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly nor counted as outstanding for the purpose of any stockholder's quorum vote.

II

Without limiting any of the purposes, power and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, cashing checks, or for the purpose of accomplishment of any of the purposes or attainments of the objects herein above specified to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of \$ 1.00 par values.

IV

The Amount of capital with which this corporation shall begin business shall be \$500.00.

V

The existence of this corporation shall be perpetual.

VI

The principal office of this corporation shall be located at:

**3151 NW 32 Ave
Miami, Florida 33142**

VII

The Board of Directors of this corporation shall consist of not less than one (1) and or more than five (5) members.

VIII

The name and address of the first Board of Directors, who shall, subject to these articles of Incorporation, By-laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, is (are) as follows:

**Oscar Mesa 3151 NW 32 Ave
Miami, Florida 33142**

IX

The registered agent and the registered office for this corporation is:

**Oscar Mesa
3151 NW 32 Ave
Miami, Florida 33142**

X

The name of the subscriber (s) to these Articles of Incorporation is (are) Oscar Mesa. The aggregate amount of shares that Oscar Mesa shall have is 250 shares, that Omar Mesa shall have is 250 shares, totaling the sum of 500 shares at \$1.00 par value for the total amount of \$ 500.00. The address is 3151 NW 32nd Avenue. Miami, Florida 33142.

XI

The officer (s) of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

| | |
|------------|----------------------------|
| Oscar Mesa | President & Secretary |
| Omar Mesa | Vice-President & Treasurer |

XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder, or when there are two or more stockholders owning stocks in the corporation, at a meeting held for that purpose stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of one director who shall hold their successors are elected or appointed and have qualified. the Stockholders shall also elect such person (s) to fill the offices of, President, Vice-President, Secretary and Treasurer and such other officers as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the by-laws.

XIII

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

Oscar Mesa

Oscar Mesa

IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledge these Articles of Incorporation.

Oscar Mesa

Oscar Mesa

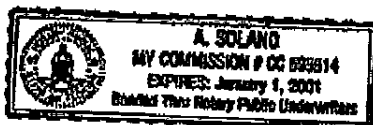
STATE OF FLORIDA]

COUNTY OF MIAMI-DADE]

BEFORE ME, The undersigned authority did personally appeared the persons known by me to be Oscar Mesa, who after being duly sworn, acknowledge the foregoing to be his act and deed.

WITNESS my hand and seal this 09 day of February 2000.

My Commission Expires:



[Signature]
NOTARY PUBLIC, STATE OF FLORIDA.

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