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LAW OFFICES

HAROLD M. RIFAS, P.A.
7900 RED ROAD, SUITE 9
SOUTH MIAMI, FLORIDA 33143

FILED

00 MAY 17 AM 9:01
TELEPHONE (305) 662-8814
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAROLD M. RIFAS

May 15, 2000

Florida Department of State
Division of Corporation
PO Box 6327
Tallahassee, Florida 32314

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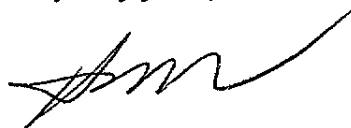
Re: AUTOPARTS & ACCESSORIES EXPRESS, INC.

Dear Sir Madam:

Enclosed please find two original copies of the Articles of Incorporation for the above proposed corporation. Please process accordingly.

Thank you for your attention to this matter.

Very truly yours,



Harold M. Rifas

nm
Enc.

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00 MAY 17 AM 9: 01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AUTOPARTS & ACCESSORIES EXPRESS, INC.

ARTICLE I - NAME

The name of the corporation shall be:

AUTOPARTS & ACCESSORIES EXPRESS, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for any lawful purpose or purposes.

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue **One Hundred (100)** shares of **ten cents (\$.10)** par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE VI - INITIAL OFFICE

The street address of the initial principal office is 221 SW 81st Avenue, Miami, Florida 33144.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 7900 Red Road, Suite 9, South Miami, Florida 33143; and the name of its initial registered agent at that office is HAROLD M. RIFAS.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The name and address of the initial directors of this corporation are:

Leonardo Enriquez

Mabin C. Enriquez

both at: 221 SW 81st Avenue, Miami, Florida 33144

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

Leonardo Enriquez - 221 SW 81st Avenue, Miami, FL 33144

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 11th day of May, 2000.

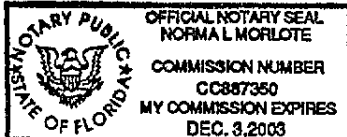

Leonardo Enriquez

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Leonardo Enriquez, to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me

that he executed the same. Said person is personally known to me or has produced Florida driver's licenses as identification.



Norma L. Morlote
NOTARY PUBLIC
Printed, typed or stamped name:

My Commission Expires:

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

In compliance with Florida Statutes the following is
submitted:

That AUTOPARTS & ACCESSORIES EXPRESS, INC., desiring to
organize or qualify under the laws of the State of Florida, with
its principal place of business at the City of Miami, State of
Florida, has named HAROLD M. RIFAS located at 7900 Red Road,
Suite 25, South Miami, Florida, 33143, as its agent to accept
service of process within Florida.

Leonardo Enriquez
Leonardo Enriquez
221 SW 81st Avenue
Miami, Florida 33144

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature: [Signature]
(resident agent)

Date: _____

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00 MAY 17 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA