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LAZARUS CORPORATE FILING SERVICE

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3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. INTERCHANGE, INC.

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)



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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
00 AUG -7 PM 1:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
00 AUG -4 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

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*****78.75 *****78.75

2545
6000-19402

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 4, 2000

LAZARUS CORPORATE FILING SERVICE
3320 S.W. 87 AVENUE
MIAMI, FL

SUBJECT: INTERCHANGE, INC.
Ref. Number: W00000019402

We have received your document for INTERCHANGE, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 800A00042345

RECEIVED
00 AUG -7 AM 11:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

INTERCHANGE PARTS, INC.

ARTICLE I
NAME OF THE CORPORATION

The name of this Corporation is as follows:

INTERCHANGE PARTS, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:

**8900 SW 117 AVE.
STE. B-104
MIAMI, FL 33186**

ARTICLE III
DURATION

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles of Incorporation with the Department of State.

ARTICLE IV
PURPOSE OF CORPORATION AND
NATURE OF CORPORATE BUSINESS

This Corporation is organized for the following business purposes:

Import and export of automobile, truck, and machine parts, and to engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

FILED
00 AUG -7 PM 1:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V
CAPITAL STOCK OF CORPORATION

This Corporation is authorized to issue FIVE HUNDRED (500) shares of ONE DOLLAR (\$1.00) par value common stock. Consideration to be paid for each share of common stock will be designated by the Board of Directors.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
INITIAL REGISTERED AGENT AND
INITIAL REGISTERED OFFICE

The name of the initial registered agent of this corporation is Juan Carlos Medina, and the street address of the initial registered office and the principal place of business of this corporation is

8900 SW 117th Ave.
Ste. B-104
Miami, FL 33186

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have 6 directors constituting the original Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however there shall never be more than 7 directors nor less than one. The names and post office addresses of the members of the first board of Directors of this Corporation, are:

<u>NAMES</u>	<u>POST OFFICE ADDRESS</u>
Juan Carlos Medina	8524 NW 61 ST MIAMI, FL 33166
Diego Medina	8524 NW 61 ST MIAMI, FL 33166
Maria Jesus Sanchez-Gadeo	8524 NW 61 ST MIAMI, FL 33166

Jose T. Belizario

**8524 NW 61 ST
MIAMI, FL 33166**

Temistocle Belizario

**8524 NW 61 ST
MIAMI, FL 33166**

Elena del Carmen Belizario de Manunta **8524 NW 61 ST
MIAMI, FL 33166**

ARTICLE IX
INCORPORATOR(S)

The name and post office address of the incorporator executing the Articles of Incorporation of this Corporation are:

INCORPORATOR'S NAME

POST OFFICE ADDRESS

Juan Carlos Medina

**8900 SW 117 Ave.
Ste. B-104
Miami, Fl 33186**

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent of the law.

ARTICLE XI
AMENDMENT

The Corporation shall have the power to amend, alter, change or repeal any provision of its certificate of incorporation in form of substance when proposed and approved by its board of directors and consented thereto at a stockholders' meeting by not less than a majority of the common stock; but where the proposed amendment would decrease the amount payable as a preference, or otherwise adversely affect the rights of any kind, class or series of stock, a vote of not less than a majority of the holders thereof shall be required for its adoption.

ARTICLE XII
POWER TO FORM PARTNERSHIP

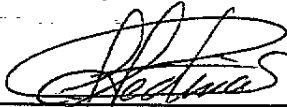
The Corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interests, cooperation, joint-venture or otherwise, with any person, firm or corporation now carrying on or about to carry on any business which this corporation has the direct or incidental authority to pursue.

ARTICLE XIII
INSPECTION

The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by a statute or authorized by the Board of Directors, or by resolution of the stockholders.

ARTICLE XIV
ATTESTATION

IN WITNESS THEREOF, The undersigned Incorporator makes and files these Articles of Incorporation for the purpose and intent to carry on business within the State of Florida, and said Incorporator does attest that the above facts and statements are truly and correctly stated on this 1st day of August, 2000.



Juan Carlos Medina (SEAL)

STATE OF FLORIDA)
)
COUNTY OF DADE)

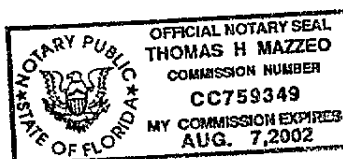
ON THIS DAY BEFORE ME, a Notary Public duly authorized in the State and County set forth above, personally appeared Juan Carlos Medina, to and by me known as the person described in the above Articles of Incorporation as the Incorporator, and HE acknowledged before me that HE executed the above-described Articles of Incorporation.

IN WITNESS THEREOF, I have set my hand and affixed my official seal at Miami, County of Miami-Dade, State of Florida, this 1st day of August, 2000.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission expires:




CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS

In accordance with Chapter 48.091, Florida Statutes, ^{Interchange Parts, Inc.} hereby designates Juan Carlos Medina, of 8900 SW 117 Ave. Ste. B-104; Miami, FL 33186, as the Registered Agent of said Corporation to accept service of process within the State of Florida.

Interchange Parts, Inc.
a Florida Corporation

By: 
Juan Carlos Medina - President

The person whose signature appears below accepts the above designation as Registered Agent for ^{Interchange} Parts, INC., a Florida Corporation, for service of process within the State of Florida, and agrees to comply with the provisions of the law which apply to said designation of Registered Agent.


Juan Carlos Medina

FILED
00 AUG -7 PM 1:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA