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MANUEL ZAIAC
ATTORNEY AT LAW

SUITE 2350 ONE CENTRUST FINANCIAL CENTER
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Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6347
Tallahassee, Florida 32301

November 16 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -4 PM 1:31

Gentlemen:

Enclosed is original and one copy of Articles of Incorporation of
Rare Parts Are Us , Inc.

Also enclosed is a check in the sum of \$ 122.50 to cover charter tax,
filing fees, certified copy and resident agent's fee.

Thank you for your attention to this matter.

Sincerely,


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****122.50 ****78.75


Manuel Zaiac

MZ:Ad:

encls.

2555
W00-27901

 12/4/00



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 DEC -4 PM 1:31

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 27, 2000

MANUEL ZAIAC, ESQUIRE
ONE CENTRUST FINANCIAL CENTER
100 SOUTHEAST 2ND STREET #2350
MIAMI, FL 33131

SUBJECT: RARE PARTS ARE US, INC.
Ref. Number: W00000027901

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

The registered agent and street address must be consistent wherever it appears in your document.

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: 600A00060141

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF

Rare Parts Are Us, Inc.

Article I - Name

The name of this corporation is:

Rare Parts Are Us, INC.

Article II - Duration

The existence of this corporation shall be perpetual.

Article III - Purpose

Buying and selling all types of automobile parts and
performing all type of related services.

and for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 1000 shares
of One Dollar..... (\$ 1.00) par value common
stock.

Article V - Preferences, Limitations and
Relative Rights of Shares of Capital Stock

Section 1. Rights upon Liquidation or Dissolution.

The assets of this corporation shall be payable to and distributed
ratably among the holders of record of the Common Shares.

Section 2. Voting Rights.

Except as otherwise provided by law, the entire voting power for

holds, 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 Office and Agent

The street address of the initial registered office and the principal office of this corporation is:

2440 N.E. 201 Street N. Miami ,Florida 33180

and the name of the initial registered^{resident}/agent of this corporation at that address is:

Rebecca Reiner

Article VIII - Initial Board of Directors

This corporation shall have two director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than two. The name (s) and address(es) of the initial director(s) of this corporation is (are):

Rebecca Reiner 2440 N.E.201 Street No. Miami, Fl.-33180

Gabriel Reiner 2440 N.E.201 Street No. Miami ,Fl. 33180

Article IX - Incorporator

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

REBECCA REINER 2440 N.E. 201 STREET NORTH MIAMI, FL 33180

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XI - Approval of Shareholders Required for Merger

Article XIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, 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 16th day of November, 2000.

Steve Keim

Subscriber Rebecca Reiner

STATE OF FLORIDA)
COUNTY OF DADE) SS

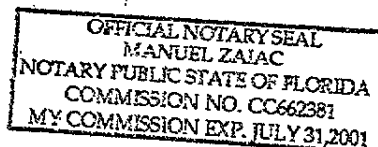
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared

Rebecca Reiner

personally known to me and known by me to be the person who executed the foregoing articles of incorporation, and who acknowledged before me that she executed those articles of incorporation and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16th day of November 2000

Manjel Zaiac
MANJEL ZAIAC



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT Rare Parts Are Us, Inc.

(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF Miami
(CITY)

STATE OF Florida HAS NAMED Rebecca Reiner
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 2440 N.E. 201 Street
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF North Miami, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

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DIVISION OF CORPORATIONS
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SIGNATURE Rebecca Reiner
(CORPORATE OFFICER)

Rebecca Reiner

TITLE President

DATE November 16 2000

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, I HEREBY AM FAMILIAR WITH AND ACCEPT THE
DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Rebecca Reiner
(RESIDENT AGENT)

Rebecca Reiner

DATE 11/16/2000