

TRANSMITAL LETTER

PO10000049162

Ramiro J. Perez

REGISTERED AGENT
145 MADEIRA AVE SUITE 315
CORAL GABLES, FL 33134
PHONE: 305-448-0046
FAX: 305-448-0916

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****122.50 ****78.75

DATE: 03-08-2001

DOCUMENT EXAMINER
NEW FILING SECTION
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32302-1500

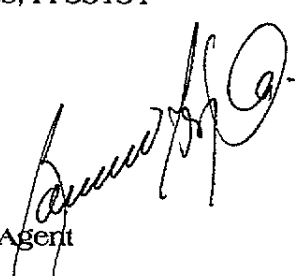
SUBJECT: USA AUTO PARTS & JUNK, CORP.
(CORPORATE NAME)

Enclosed are an Original and One copy of Articles of Incorporation and a money order for \$ 122.50 for Filing Fee & Certified Copy.

Please return the Enclosed Articles to the Undersigned at the following address:

Ramiro J. Perez
BUSINESS CONTROL MANAGEMENT
145 Madeira Ave Suite 315
Coral Gables, Fl 33134

Thank you
Registered Agent



FILED
01 MAY 11 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK MAY 17 2001

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CERTIFICATE OF INCORPORATION
OF

USA AUTO PARTS & JUNK, CORP.

FILED
01 MAY 11 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, The undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities for profit.

ARTICLE I

The name of the corporation shall be: **USA AUTO PARTS & JUNK CORP.**

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock, which shares shall be of one dollar each (\$1.00).

ARTICLE IV

The pledge, sales, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which corporation may begin doing business shall be not less than one hundred dollars (\$100.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is: **13911 NW 22 AVE OPA LOCKA, FL 33054**

. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida. The registered address of corporation is:
145 MADEIRA AVE STE 315 CORAL GABLES, FL 33134

The registered Agent at the registered address is:
RAMIRO J. PEREZ

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than two (2) directors. A quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof, but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of and act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors an the state of Corporate Officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDREESS</u>
1-GERARDO S. MORALES	PRESIDENT	11443 NW 88 AVE HIALEAH GARDENS, FL 33016
2- LUIS G. MORALES	V. PRESIDENT	8057 WEST 14 AVE HIALEAH, FL33014

ARTICLE X

The names and post office addresses of the subscribers of the articles of incorporation and number of shares that they agree to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>No. OF SHARES</u>
1- GERARDO S. MORALES	11443 NW 88 AVE HIALEAH GARDENS, FL 33016	100%

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided there under.

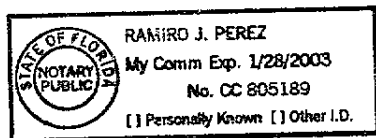
IN WITNESS WHEREOF, we have hereunto set our hands and seal this 8TH day of MARCH, 2001.

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY THAT on this day, personally appeared before me, an officer duly authorized to administer oaths and taken acknowledgments under the laws of the State of Florida,

To me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they executed the same freely and voluntary for the purpose there in expressed.

WITNESS my hand official seal at City of Miami, State of Florida, this 8TH day of MARCH, 2001.



Ramiro J. Perez
Mr. RAMIRO J. PEREZ
Notary Public, State of Florida at Large

My Commission Expires:

Certificate designation 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 : **USA AUTO PARTS & JUNK, CORP.**
(Name of Corporation)

Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named **RAMIRO J. PEREZ**

(Name of Registered Agent)

located at **145 MADEIRA AVE SUITE 315, CORAL GABLES, FL 33134**

(Street address and number of building)
(Post office box address is not acceptable)

City of Miami, State of Florida, as its Agent to accept service of process within Florida.

Signature

Gerardo S. Morales

Title: **PRESIDENT**

Date: **MARCH, 8, 2001**

Having been named to accept service of process for above state 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

Ramiro J. Perez
(Registered Agent)

Date: **MARCH, 9, 2001**