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ACCOUNT NO. : 072100000032

REFERENCE : 068363 4303929

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

SECRETARY OF STATE
TALLAHASSEE FLORIDA

2001 OCT 18 PM 1:32

ORDER DATE : October 18, 2001

ORDER TIME : 10:55 AM

ORDER NO. : 068363-005

CUSTOMER NO: 4303929

000004641330--8

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig, P.a.

1221 Brickell Avenue
21st Floor
Miami, FL 33131-3238

DOMESTIC FILING

NAME: INTERNATIONAL PARTS GROUP,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (1) CERTIFIED COPY
XX (1) PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118
EXAMINER'S INITIALS:

RECEIVED
01 OCT 18 AM 11:25
DIVISION OF CORPORATION

10/18/01

ARTICLES OF INCORPORATION
OF
INTERNATIONAL PARTS GROUP, INC.

2001 OCT 18 PM 1:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation is INTERNATIONAL PARTS GROUP, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2251 N.W. 93 Avenue, Miami, Florida 33172.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.01 per share.

ARTICLE IV

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE V

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors in one (1), and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified is: Rodolfo A. Duemichen, 2251 N.W. 93 Avenue, Miami, Florida 33172.

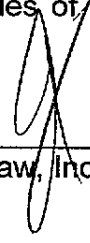
ARTICLE VI

The name of the Incorporator is James P.S. Leshaw and the address of the Incorporator is 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 11th day of October, 2001.



James P.S. Leshaw, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of INTERNATIONAL PARTS GROUP, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505. Dated October 12, 2001.

Corporation Service Company



Agent for Registered Agent

Deborah D. Skipper
Asst. Secretary

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TALLAHASSEE FLORIDA

FILED