102000036995

TRANSMITTAL LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

SUBJECT:

Motor Spares Centre, Inc.

(Proposed corporate name - must include suffix)

700005177187--4

-03/29/02--01056--009

*****78.50 *****78.50

Enclosed is an original and (1) copy of the Articles of Incorporation and a check for:

□ \$70.00

Filing Fee

□ \$78.75 Filing Fee

& Certificate

of Status

X \$78.75

Filing Fee & Certified Copy □ \$87.50

Filing Fee

Certified Copy & Certificate

of Status

ADDITIONAL COPY REQUIRED

FROM:

Motor Spares Centre, Inc.

Name (Printed or Typed)

3359 West Vine Street - Suite 104

Address

Kissimmee, FL 34741

City, State, & Zip

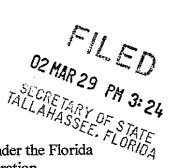
407-944-0024

Daytime Telephone Number

Note: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION (FLORIDA)



The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name - Motor Spares Centre, Inc.

ARTICLE II – Principle Office

The principal place of business and mailing address of this corporation shall be: 3359 West Vine Street - Suite 104, Kissimmee, FL 37414

ARTICLE III - Shares

The number of shares that this corporation is authorized to have outstanding at any one time is: 1,000,000

ARTICLE IV - Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent is: Mahesh Sharma, 3359 West Vine Street – Suite 104, Kissimmee, FL 37414

ARTICLE V - Incorporator

The name and address of the incorporator to these Articles of Incorporation are: Mahesh Sharma, 3359 West Vine Street - Suite 104, Kissimmee, FL 37414

ARTICLE VI - Officers

The officers of the corporation will be:

President - Mahesh Sharma

V. President - N/A

Secretary/Treasurer – N/A

Corp Name Continued
Pg 2

All ARASSE OF STATE
Signature of Incorporator

Date

Having named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of Registered Agent

Data Data

Date

Notary Public

03.18.2002

Date

