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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

automotive procurement & supply, inc.

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**ARTICLES OF INCORPORATION
OF
AUTOMOTIVE PROCUREMENT & SUPPLY, INC.
A Florida Corporation**

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The undersigned incorporator to the Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be **AUTOMOTIVE PROCUREMENT & SUPPLY, INC.**

ARTICLE II. PURPOSE

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz.:

- a) **AUTOMOTIVE PROCUREMENT & SUPPLY, INC.**'s purpose of Corporation is to transact any and all lawful business for which a Corporation may be incorporated.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be (1000) shares of common stock of the par value of one dollar (\$1.00) per share.

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ARTICLE IV. DURATION

The corporation shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE

The principal office of this corporation shall be located at 4135 NW 7TH LANE, in the City of DELRAY BEACH, County of PALM BEACH, State of Florida, and the post office address of said principal office of the corporation shall 4135 NW 7TH LANE, DELRAY BEACH, FLORIDA 33445.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be at 4135 NW 7th Lane, Delray Beach, FL 33445 and the name of the initial registered agent at such address is SCOTT R. KERR SR.. Either the registered office or the registered agent may be changed in a manner provided by law.

ARTICLE VII. INCORPORATOR (S)

The said name of Incorporator(s) shall be SCOTT R. KERR SR., whose address is at 4135 NW 7th Lane, Delray Beach, Florida 33076 and ROBERT COURTNEY, whose address is 9605 BOCA GARDENS PKWY, BOCA RATON, FLORIDA 33496 AND GEORGE YOUNG whose address is 1501 se 15th court, unit #404, DEERFIELD BEACH, FLORIDA 33341.

ARTICLE VIII. REGULATION OF BUSINESS

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:


1. **Management.** Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the articles of incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the stock holders.
2. **Officers.** The corporation shall have such officers as may from time to time be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.
3. **Contracts.** No contract or other transaction between the corporation and any other firm, association, or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in or is a member, director, or officer or are members, directors, or officers of such firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested. and no contract,

act, or transaction of the corporation with any person, firm, association, or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act, or transaction or in any way connected with such person, firm, association, or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or herself or any firm, association, or corporation in which he or she may in any way be interested.

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

In Witness Whereof, the undersigned has hereunto set their hands on this 7 day of _____
October, 2002


SCOTT R. KERR SR.
Incorporator


ROBERT COURTNEY
Incorporator

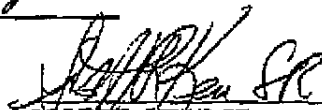

GEORGE YOUNG
Incorporator

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**CONSENT FOR REGISTERED AGENT FOR
AUTOMOTIVE PROCUREMENT & SUPPLY, INC.**

Having been named as registered agent and to accept service of process for the above stated corporations 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 am familiar with and accept the obligations of my position as registered agent.

Dated: 10/7/02



SCOTT R. KERR SR.
4135 NW 7TH LANE
DELRAY BEACH, FLORIDA 33076

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