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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

MAX AUTO PARTS II, INC.

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**ARTICLES OF INCORPORATION
OF
MAX AUTO PARTS II, INC.**

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

The name of the corporation shall be: **MAX AUTO PARTS II, INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2343 Northwest 7th Avenue
Miami, Florida 33127

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of One (\$1.00) Dollar par value each.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Carlos Luis Morano
2343 Northwest 7th Avenue
Miami, Florida 33127

ARTICLE V INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) Director(s) initially. The number of Directors may be increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and addresses of the initial Director of this corporation is:

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Carlos Luis Morano
2343 Northwest 7th Avenue
Miami, Florida 33127

Gerardo Segundo Fernandez Gomez
2343 Northwest 7th Avenue
Miami, Florida 33127

ARTICLE VI INITIAL OFFICERS

The names and street addresses of the initial officers of this corporation are:

Carlos Luis Morano - President and Treasurer
2343 Northwest 7th Avenue
Miami, Florida 33127

Gerardo Segundo Fernandez Gomez - Vice President
2343 Northwest 7th Avenue
Miami, Florida 33127

Karla Roldan - Secretary
2343 Northwest 7th Avenue
Miami, Florida 33127

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Carlos Luis Morano
2343 Northwest 7th Avenue
Miami, Florida 33127

These Articles of Incorporation shall be effective as of the 6th day of
MARCH, 2003.



Carlos Luis Morano, Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **MAX AUTO PARTS II, INC.**
2. The name and address of the registered agent and office is:

Carlos Luis Morano
2343 Northwest 7th Avenue
Miami, Florida 33127

Signature:


Carlos Luis Morano

Date:

MARCH 6 2003

HAVING BEEN 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:


Carlos Luis Morano

Date:

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