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To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

brand spankin used auto parts, inc.

|                       |         |
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ARTICLES OF INCORPORATION  
OF  
BRAND SPANKIN USED AUTO SALES, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida General Corporation Act.

ARTICLE I

Name of Corporation

The name of this corporation is:

BRAND SPANKIN USED AUTO SALES, INC.

ARTICLE II

General Purpose

This corporation is organized for the purpose of transacting any and all lawful business relating to the purchase and sale of vehicles for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of par value common stock, said par value to be determined by resolution of the Board of Directors.

ARTICLE IV

Address

The initial street address of the principal office of this corporation in the State of Florida is:

6947 College Court  
Davie, Florida 33317

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ARTICLE V

Directors

The business of this corporation shall be managed by a Board of Directors. There shall be one (1) director initially. The number of directors may be increased, and decreased from time to time by by-laws adopted by the shareholders. In no event shall the number of directors be less than one or more than five.

The name and street address of the member of the first Board of Directors is:

Jose M. Martinez  
6947 College Court  
Davie, Florida 33317

ARTICLE VI

Subscribers

The name and street address of each person signing the Articles of Incorporation as a subscriber is:

Jose M. Martinez  
6947 College Court  
Davie, Florida 33317

ARTICLE VII

Date Corporate Existence Commences

The date when corporate existence for this corporation shall begin shall be 7-12-2004

ARTICLE VIII

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Registered Agent

The undersigned, Jose M. Martinez, an individual resident of the State of Florida, whose business office is identical with the business office of this corporation, does hereby state that he accepts appointment as Registered Agent for this corporation.

s/ Jose M. Martinez (Seal)  
Jose M. Martinez

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ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

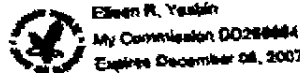
In witness whereof, the undersigned executed these Articles of Incorporation this 9 day of July, 2004.

s/ Jose M. Martinez  
Jose M. Martinez

State of Florida )  
County of Miami-Dade ) ss

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of July, 2004 by Jose M. Martinez, personally known by me

s/ Eileen R. Yeulin My commission expires:  
Notary Public  
State of Florida



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