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

gonaves auto parts, corp.

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**ARTICLES OF INCORPORATION
OF
GONAIVES AUTO PARTS, CORP.**

Pursuant to and in accordance with the laws of Florida, the following are the Articles of Incorporation of. **GONAIVES AUTO PARTS, CORP**

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ARTICLE I

The name of the Company is. **GONAIVES AUTO PARTS, CORP**

ARTICLE II

This corporation may engage in the transaction of any or all-lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE III

The Maximum number of shares of stock that this corporation is authorized to issue at anytime is 1,000.00 shares of 1.00

ARTICLE IV

The shareholders of this corporation shall have preemptive rights to acquire in issued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or to acquire shares of the corporation to the extent that the stockholders might so specifically set forth. Lacking this affirmative action by the Stockholders, there shall be no such preemptive rights.

ARTICLE V

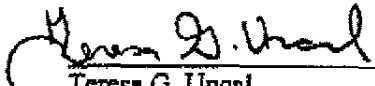
This corporation is to have a perpetual existence.

ARTICLE VI

The principal office of this corporation shall be located at 174 NE 54th Street Miami, Florida 33137, with the corporation retaining the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of directors, with branch offices in such other cities, or countries as may from time to time be authorized by its Board of Directors.

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Prepared by:
Non-Attorney


Teresa G. Uncal
1883 NW 7th Street Suite 3
Miami, Florida 33125
Tel: 305 541-7494

ARTICLE VII

The initial registered office of this corporation shall be at 174 NE 54TH Street Miami, Florida 33137. The initial registered agent at such address shall be GONZALO E. GARCIA.

ARTICLE VIII

This corporation shall at all times have at least one and not more than five (10) directors who shall conduct the business of the corporation as a Board of Directors. The Stockholders of this corporation may, from time to time, and at anytime, increase or decrease the size of the Board of Directors of the corporation.

ARTICLE IX

The names and address of the Members of the First Board of Directors who shall hold office until the first Annual Meeting of Shareholders and/or until their successors are elected and qualified or until earlier resignation, removal from office or death should be GONZALO E. GARCIA and FLAVIO D. GARCIA.

ARTICLE X

The name and address of the subscribers are:
GONZALO E. GARCIA
1434 SW 2nd Street Apt 5
Miami, Florida 33135

ARTICLE XI

The By-Laws of this corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE XII

Every person who now is or hereafter shall become a Director of this corporation, shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceedings, of what ever nature, to which he or she is or shall be made a part by reason of him or her being or having been a director of the corporation (whether or not he or she is made a party to such action, suit or proceeding, or at any time such cost or expenses is incurred by or imposed upon him or her).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed in him or her as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter is entitled as matter by law.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation, on this 19th day of January 2005.


Gonzalo E. Garcia

STATE OF FLORIDA
COUNTY OF DADE

GONZALO E. GARCIA, who is personally known to me to be the person whose name is subscribed on this Articles of Incorporation, has acknowledged the foregoing instrument before me this 24th day of February 2005.


Teresa G. Uncal
Notary Public

My commission expires:



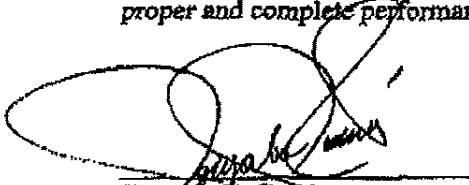
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Certificate of designating place of business for the service of process within Florida,
naming agent upon who process may be served.

In compliance with section 48,091, Florida Statutes, the following is submitted:

I GONZALO E. GARCIA, having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I hereby agree to act in the
capacity, and I further agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.



Gonzalo E. Garcia
February 24, 2005

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