

NOV 2 2005 4:48PM GREENBERG TRAUIG

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From:

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FLORIDA PROFIT CORPORATION OR P.A.

Global Parts Direct, Inc.

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**ARTICLES OF INCORPORATION
OF
GLOBAL PARTS DIRECT, INC.**

The undersigned, being a natural person of legal age, does hereby desire to form a corporation under the laws of the State of Florida and does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is **Global Parts Direct, Inc.**

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal place of business and mailing address of the corporation is 5422 Carrier Drive, Suite 309, Orlando, Florida 32819.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to issue is 100,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is the same address as above, and the initial registered agent of the corporation and the street address of the registered agent of this Corporation in the State of Florida shall be:

Donna Ginther
5422 Carrier Drive, Suite 309
Orlando, Florida 32819

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

Name
Heather Irving

Address
450 South Orange Ave., Ste. 650
Orlando, FL 32801

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ARTICLE VI - INITIAL DIRECTORS

The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

Name

Address

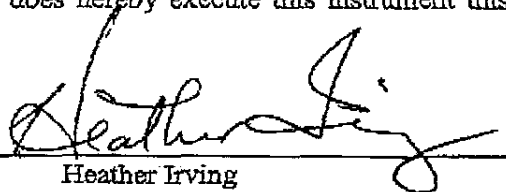
Dan Valladao

5422 Carrier Dr., Suite 309
Orlando, FL 32819

ARTICLE VII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the laws of Florida including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the corporation.

2nd IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this day of November, 2005.


Heather Irving
Incorporator

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GREENBERG TRAURIG

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**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That Global Parts Direct, Inc. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 5422 Carrier Dr., Suite 309, Orlando, FL 32819, has named Donna Ginther as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Dated: November 2, 2005


Donna Ginther, Registered Agent

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