

P15000085211

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 28, 2015

TAI HYUN SHIN ESQ.
201 17TH STREET NW, SUITE 1700
ATLANTA, GA 30363 US

SUBJECT: AMERICA INTERNATIONAL AUTOMOTIVE PARTS, INC.
Ref. Number: P15000085211

We have received your document for AMERICA INTERNATIONAL AUTOMOTIVE PARTS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Since you changed the registered agent in this document, you must have the new agent sign a statement of acceptance.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 015A00022788

Nelson Mullins

Nelson Mullins Riley & Scarborough LLP

Attorneys and Counselors at Law

Atlantic Station / 201 17th Street, NW / Suite 1700 / Atlanta, GA 30363

Tel: 404.322.6000 Fax: 404.322.6050

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Tai Hyun Alex Shin

Tel: 404.322.6473

Fax: 404.322.6401

alex.shin@nelsonmullins.com

October 23, 2015

Federal Express Overnight Delivery

Amendment Section

Division of Corporations

Clifton Building

2661 Executive Center Circle

Tallahassee, FL 32301

**Re: Amended and Restated Articles of Incorporation of
America International of Automotive Parts, Inc.**

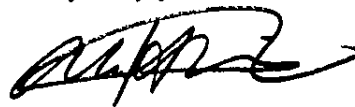
Dear Sir or Madam,

We submit for filing the Amended and Restated Articles of Incorporation by America International of Automotive Parts, Inc., a for-profit Florida corporation. Enclosed for filing are:

1. 1 Original Amended and Restated Articles of Incorporation;
2. 1 Copy of Articles of Incorporation for a certified copy; and
3. Check payable to the Florida Department of State for filing and certified copy in the amount of \$43.75.

Please send the Articles of Incorporation with the approval stamp back to 201 17th Street NW, Suite 1700, Atlanta, Georgia 30363 in the enclosed FedEx envelope. Thank you for your assistance, and please do not hesitate to call me with any questions. My direct dial number is (404) 322-6473.

Very truly yours,



Tai Hyun Shin

Encls.

Nelson Mullins

Nelson Mullins Riley & Scarborough LLP

Attorneys and Counselors at Law

Atlantic Station / 201 17th Street, NW / Suite 1700 / Atlanta, GA 30363

Tel: 404.322.6000 Fax: 404.322.6050

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Tai Hyun Alex Shin

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November 3, 2015

Federal Express Overnight Delivery

Amendment Section

Division of Corporations

Clifton Building

2661 Executive Center Circle

Tallahassee, FL 32301

**Re: Amended and Restated Articles of Incorporation of
America International of Automotive Parts, Inc. with
Statement of Change of Registered Agent**

Dear Sir or Madam,

As instructed by you, we have completed and executed a Statement of Change of Registered Agent. Enclosed for filing are:

1. Your letter instructing to submit Statement of Change of Registered Agent;
2. 1 Amended and Restated Articles of Incorporation;
3. 1 Copy of Articles of Incorporation for a certified copy;
4. 1 Statement of Change of Registered Agent with signatures of the new agent and the president of the company.

Please send the Articles of Incorporation with the approval stamp back to 201 17th Street NW, Suite 1700, Atlanta, Georgia 30363 in the enclosed FedEx envelope. Thank you for your assistance, and please do not hesitate to call me with any questions. My direct dial number is (404) 322-6473.

Very truly yours,



Tai Hyun Shin

Encls.

STATE OF FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

15 NOV -2 AM 10:28

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AMERICA INTERNATIONAL AUTOMOTIVE PARTS, INC.**

These Amended and Restated Articles of Incorporation of America International of Automotive Parts, Inc. were duly adopted by its incorporator on October 20, 2015, prior to the issuance of shares by the corporation. Shareholder action was not required.

**ARTICLE ONE
NAME**

The name of the corporation is America International Automotive Parts, Inc. (the "*Company*").

P15000085211

**ARTICLE TWO
PRINCIPAL OFFICE**

The street address and county of the initial principal office of the Company shall be at 6030 NW 99th Avenue, Suite 400, Doral, Florida, 33178.

**ARTICLE THREE
PURPOSE OF THE COMPANY**

The Company shall be a corporation for profit and may engage in automotive parts sales and distribution or any lawful act or activity for which a corporation may be organized under the laws of the State of Florida.

**ARTICLE FOUR
CAPITALIZATION**

The total number of shares of all classes which the Company has the authority to issue is One Million (1,000,000) shares of stock designated as common stock, with no par value per share.

**ARTICLE FIVE
INITIAL REGISTERED OFFICE AND AGENT**

The street address and county of the initial registered office of the Company shall be at 3650 NW 82nd Avenue, Suite 404, Doral, Florida 33166. The initial registered agent of the Company at such address shall be Neuza Cesar.

**ARTICLE SIX
INITIAL DIRECTORS AND OFFICERS**

The initial directors of the Company and their address shall be:

Claudia Valentino Mota Roldan	6030 NW 99th Avenue, Suite 400 Doral, Florida, 33178
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Joao Carlos Mota Roldan	6030 NW 99th Avenue, Suite 400 Doral, Florida, 33178
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The initial officer of the Company and their address shall be:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Claudia Valentino Mota Roldan	President/Treasurer/Secretary	6030 NW 99th Avenue, Suite 400 Doral, Florida, 33178

**ARTICLE SEVEN
INCORPORATOR**

The name and address of the incorporator is Tai Hyun Shin, Esq., 201 17th Street NW, Suite 1700, Atlanta, Georgia 30363.

**ARTICLE EIGHT
INDEMNIFICATION**

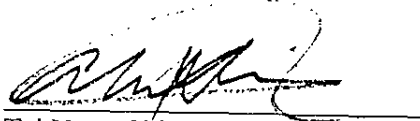
The Company shall indemnify to the fullest extent permitted by the laws of the State of Florida any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Company), by reason of the fact that the person is or was a director or officer of the Company, or serves or served at the request of the Company as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Company shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the law.

ARTICLE NINE
ACTION BY SHAREHOLDERS WITHOUT A MEETING

Any action required or permitted by statute or by the Articles of Incorporation or Bylaws of the Company to be taken at a meeting of the shareholders of the Company may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by persons entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted. No such written consent shall be valid unless (a) the consenting shareholder has been furnished the same material that would have been required to be sent to shareholders in a notice of a meeting at which the proposed action would have been submitted to the shareholders for action, including notice of any applicable dissenters' rights, or (b) the consent includes an express waiver of the right to receive the material otherwise required to be furnished. Notice of such action without a meeting by less than unanimous written consent, together with such material, shall be given within ten (10) days of the taking of such action to those shareholders of record who did not participate in taking the action.

[Signature follows on next page.]

IN WITNESS WHEREOF, the undersigned incorporator executed these Amended and Restated Articles of Incorporation on the date first above written.

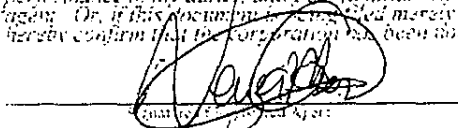


Tai Hyun Shin
Incorporator & Attorney for

America International Automotive Parts, Inc.
201 17th Street NW, Suite 1700
Atlanta, Georgia 30363

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DIVISION OF CORPORATE AFFAIRS
15 NOV -2 PM 10:28

*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 relative to the proper and complete
performance of my duties, and I am familiar with and accept the obligation of my position as registered
agent. Or, if this document is executed merely to reflect a change in the registered office address, I
hereby confirm that the corporation has been notified in writing of this change.*



Registered Agent

11/3/2015

Date

If signing on behalf of an entity:

Spec. Authorized Officer