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A. ERNEST CRUZ, MBA, J.D. PA

TRANSMITTAL LETTER

Department of State
Division of Corporation
PO Box 6327
Tallahassee FL 32314

SUBJECT:

Parts Diesel Corporation, Inc.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above referenced entity, and a check in the amount of \$122.50. Please file said document

FROM:

A. ERNEST CRUZ, MBA, J.D. PA
3900 NW 79 AVENUE, SUITE 737
MIAMI FL 33166

(305) 591-9448

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(305) 753-7599

D. BROWN MAY 30 1995

ARTICLES OF INCORPORATION

FILED
95 MAY 24 11:50
TALLAHASSEE, FLORIDA

TO: SECRETARY OF STATE, STATE OF FLORIDA, TALLAHASSEE, FLORIDA


WE, the undersigned natural persons of the age of twenty-one or more, acting as incorporator of a corporation under title 607.164, of the LAWS of the State of Florida, adopt the following Articles of Incorporation for such corporation.

1. *The name of the corporation, hereinafter referred to as the Corporation, shall be*
PARTS DIESEL CORPORATION, INC.
2. *The duration of the Corporation shall be perpetual.*
3. *The object and purpose for which the Corporation is formed is to engage in the business of an IMPORT AND EXPORT and any other business permitted by law.*
4. *The aggregate number of shares which the Corporation is initially authorized to issue is one thousand (1000). There shall be one class of stock with a par value of one dollar(\$1.00). There shall be no preferences, qualifications, limitations, restrictions or special rights with respect to the one class of stock.*
5. *Shareholder have the pre-emptive right to acquire additional shares of stock.*

6. *Provisions for the regulation of the internal affairs of the Corporation are contained in the By-Laws of the Corporation.*
7. *The Corporation will not commence business until at least one thousand dollars (\$1,000) has been received by it as consideration for the issuance of shares.*
8. *The initial registered office and principal place of the Corporation shall be located at: 549 NE 165TH STREET, NORTH MIAMI BEACH, FL 33162. The initial registered agent is **ROBERT JESS HOBSON**.*
9. *The following persons shall constitute the initial Board of Directors of the Corporation, and shall serve until the first annual meeting, or until, their successors shall be elected: **ROBERT JESS HOBSON**, whom resides at 549 NE 165TH STREET, NORTH MIAMI BEACH, FL 33162 AND **JOSE ORLANDO GALLARDO QUIJANES**, **AIZA DEL CARMEN BISOGNO DE GALLARDO**, **CESAR ORLANDO GALLARDO BISOGNO**, AND **LUIS RAIMUNDO GALLARDO BISOGNO**, whom reside at Mercado de Mayoristas Nave C - Local 24 P, B., Carretera de Servicio via Valencia*
10. *The incorporators of this corporation are **Robert J. Hobson**, **Jose Orlando Gallardo Quijanes**, **Aiza del Carmen Bisogno de Gallardo**, **Cesar Orlando Gallardo Bisongo**, and **Luis Raimundo Gallardo Bisogno** whom resides at the address stated in Paragraph 9.*

11. The Articles of Incorporation shall constitute a binding agreement and may be amended by the affirmative vote of majority of the Board of Directors in Office.
12. The registered agent acknowledges that she is familiar with and accepts, the duties and responsibilities of registered agent for this Corporation.


IN WITNESS WHEREOF, We have duly executed and adopted these ARTICLES OF INCORPORATION, on this 28th day of April 1995.


Robert J. Hobson
Registered Agent/Incorporator/Director


Cesar Orlando Gallardo Bisogno
INCORPORATOR

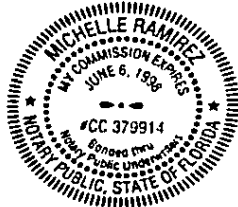

Luis Raimundo Gallardo Bisogno
Incorporator



Jose Orlando Gallardo Quijanes
Incorporator


Aiza Del Carmen Bisogno De Gallardo
Incorporator

SWORN TO AND SUBSCRIBED BEFORE ME, A NOTARY PUBLIC IN AND FOR THE STATE OF FLORIDA, THIS 28th DAY OF APRIL, 1995.

My commission expires:




NOTARY PUBLIC

APR 24 1995
REGION 1