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ARTICLES OF INCORPORATION  
OF  
M.P.L. AUTO PARTS, INC.

55 AUG 25 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is M.P.L. Auto Parts, Inc..

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is to transact any and all lawful business for which corporations may be incorporate under the Florida General Corporations Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock, each share having the par value of \$1.00 currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

Prepared By: Eduardo Fernandez, Esq.  
520 Brickell Key Drive, Suite 301  
Miami, FL 33131  
(305)374-3800  
Florida Bar Number: 395889

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ARTICLE IV - PREEMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation, outstanding at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription of such bonds, notes, debentures, or other securities convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is to be M.P.L. Auto Parts, Inc., 1360 S.W. 29th Avenue, Ft. Lauderdale, Florida 33342. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified is as follows:

<u>Name</u>	<u>Address</u>
Alejandro Marti L.	1360 S.W. 29th Avenue Ft. Lauderdale, FL 33312
Jose Lazaro L.	1360 S.W. 29th Avenue Ft. Lauderdale, FL 33312

ARTICLE IX - INITIAL OFFICERS

President:	Alejandro Marti L.
Secretary:	Jose Lazaro L.

ARTICLE X - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is: Alejandro Marti L. 1360 S.W. 29th Avenue, Ft. Lauderdale, FL 33312

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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ARTICLE XII - ADDRESS OF REGISTERED OFFICE

The initial street address of the registered office of this corporation is to be at 520 Brickell Key Drive, Suite 305, Miami, FL 33131. The Board of Directors may from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE XIII - SERVICE OF PROCESS

All legal service shall be made upon Eduardo Fernandez.

ARTICLE XIV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

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The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed on August 23, 1995.

  
Alejandro Marti L. - INCORPORATOR

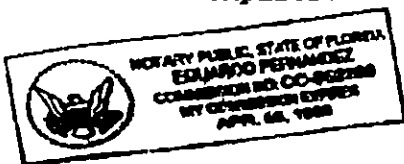
STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared Alejandro Marti L., to me well known to be the individual described and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above on August 23, 1995.

  
Notary Public, State of  
Florida, At Large

My commission expires:




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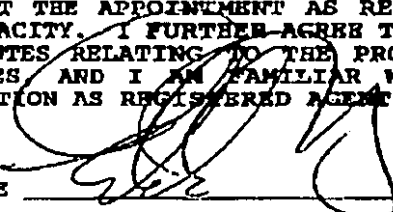
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:  
M.P.L. Auto Parts, Inc.
2. The name and address of the Registered agent and office is:  
Eduardo Fernandez  
520 Brickell Key Drive  
Suite 305  
Miami, FL 33131

SIGNATURE  \_\_\_\_\_  
Alejandro Marti L.  
TITLE Incorporator  
DATE August 23, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE  \_\_\_\_\_  
DATE August 23, 1995

STATE OF FLORIDA  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
JAN 26 1995

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FEB-12-1996 12:09  
2/12/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

P.01  
11:38 AM

((H96000002005))) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KII COMPANY  
DEPARTMENT OF STATE 1492 W. FLAGLER ST  
STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33135-  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (305) 541-3694  
FAX: (305) 541-3770

((H96000002005))) DOCUMENT TYPE: BASIC AMENDMENT  
NAME: M.P.L. AUTO PARIS, INC.  
FAX AUDIT NUMBER: H96000002005 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 02/12/1996 TIME REQUESTED: 11:38:15  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$87.50 ACCOUNT NUMBER: 072450003256

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ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

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96 FEB 12 PM 1:16  
TALLAHASSEE, FLORIDA

*Amend  
LFS*

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96 FEB 13 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*\*500, 514, 571\**



2/12/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

11:38 AM

((H96000002005))) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 1492 W FLAGLER ST  
STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33136-  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (306) 641-3694  
FAX: (306) 641-3770

((H96000002005))) DOCUMENT TYPE: BASIC AMENDMENT  
NAME: M.P.L. AUTO PARTS, INC.  
FAX AUDIT NUMBER: H96000002005.5 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 02/12/1996 TIME REQUESTED: 11:38:15  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$87.50 ACCOUNT NUMBER: 072450008255

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96 FEB 13 PM 2:01  
TALLAHASSEE, FLORIDA

RECEIVED  
96 FEB 13 PM 1:11  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

FILED

96 FEB 13 PM 2:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 13, 1996

M.P.L. AUTO PARTS, INC.  
1360 SW 29TH AVENUE  
FORT LAUDERDALE, FL 33342

SUBJECT: M.P.L. AUTO PARTS, INC.  
REF: 1 000067208

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

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 (904) 487-6937.

Jerri Weinmann  
Staff Assistant

FAX Aud. #: H96000002005  
Letter Number: 096A00006154

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
96 FEB 13 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

M.P.L. AUTO PARTS, INC.

T95000067208

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500,000 shares of common stock, each share having the par value of \$1.00 currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

EDUARDO FERNANDEZ  
501 BRICKELL KEY DR. # 0-400  
MIAMI, FL 33131  
(305) 374-7080  
FBN. 395889

February 1st, 1996

THIRD: The date of each amendment's adoption: \_\_\_\_\_

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.


The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 9 of February, 19 96.

Signature  President  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)

ALEJANDRO MARTI- PRESIDENT  
OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Alejandro Marti

Typed or printed name

President

Title