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(((H95000010547))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: INTERNATIONAL PARTS EXCHANGE INC.
 FAX AUDIT NUMBER: H95000010547 CURRENT STATUS: REQUESTED
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 21, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: INTERNATIONAL PARTS EXCHANGE INC.
REF: W95000019019

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

The designation of the registered agent must be at a Florida street address.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000010547
Letter Number: 995A00043312

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

FOR

INTERNATIONAL PARTS EXCHANGE INC.

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be

INTERNATIONAL PARTS EXCHANGE INC.

ARTICLE II DURATION

The corporation shall have a perpetual existence.

ARTICLE III PURPOSE

The purpose of this Corporation is to engage in import and export trading of meats, general commodity, parts, and all other lawful business for which corporations may be incorporated under the laws of the United States and Florida.

ARTICLE IV PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be

P.O. Box 19325
Plantation, FL 33318

ARTICLE V CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 200 shares of common stock having a par value of One Dollar.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is

WAYNE EMMONETTE
6911 S.W. 14th STREET
PEMBROKE PINES, FLORIDA 33023

Robert M. Zieja, Esq.
Fla. Bar NO. 337341
(305) 983-4275
6911 SW 14 St.
Pembroke Pines, FL 33023

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ARTICLE VII PRE-EMPTIVE RIGHTS

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of common stock of the corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the corporation. The pre-emptive right to any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

ARTICLE VIII INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

WAYNE EMMONETTE
P.O. Box 19325
Plantation, FL 33318

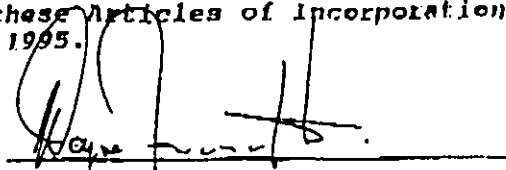
ARTICLE IX INITIAL BOARD OF DIRECTORS

The Board of Directors shall consist of not more than five nor less than one member at any time, but the number of directors may be increased or decreased from time to time by vote of the stockholders. The initial Board of Directors shall consist of


WAYNE EMMONETTE
P.O. Box 19325
Plantation, FL 33318

DOMINIQUE CLARKE
P.O. Box 19325
Plantation, FL 33318

The undersigned has executed these Articles of Incorporation this 19th day of September, 1995.



WAYNE EMMONETTE



DOMINIQUE CLARKE

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The foregoing Articles of Incorporation were acknowledged before me this 14 day of September, 1995.

Dale McCormick
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires



"OFFICIAL SEAL"
Dale McCormick
My Commission Expires 5/27/97
Commission #CC 290169

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for INTERNATIONAL PARTS EXCHANGE INC. at the place designated in Article VI, WAYNE EMMONETTE agrees to accept this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated: September 19, 1995



WAYNE EMMONETTE
REGISTERED AGENT

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TALLAHASSEE, FLORIDA

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