

P96000002399

December 19th, 1995

Secretary of State  
The Capitol  
409 East Gaines Street  
Tallahassee, Florida 32301  
Attention: Corporate Division

RECEIVED  
SECRETARY OF STATE  
CORPORATE DIVISION  
DEC 20 1995

Re: Article of Incorporation of  
Florida Tractor Parts & Transportation, Inc.

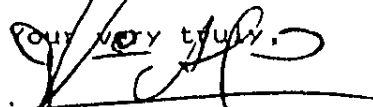
Dear Sir/Madam:

Enclosed please find the following with regard to the above  
referenced:

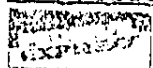
1. Original Article of Incorporation; and,
2. Check in the amount of \$ 122.50 to cover the  
cost of said filing fee:

I would greatly appreciate your expending same, and therefore am  
enclosing a Federal Express return envelope, in order that you may  
return same to me.

Thanking you in advance for your courtesy and cooperation in this  
matter.

Very truly,  
  
Jaime Alvarez  
President

200001671042  
-12/26/95--01076--011  
\*\*\*\*122.50 \*\*\*\*122.50



3049M

6997674062

1361-7473-8

12-20-95



789-611-671

MARCIA Consuegra

(305-477-7220)

W96-94

STAR MANUFACTURING SUPPLY INC

1270 NW 12th Street, Suite 681

MIAMI

FL

33126

cf 1/9/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN -9 AM 11:00

January 3, 1996

STAR MANUFACTURING SUPPLY INC.  
ATTN: MARCIA CONSUEGRA  
7270 NW 12TH STREET #681  
MIAMI, FL 33126

SUBJECT: FLORIDA TRACTORS PARTS & TRANSPORTATION, INC.  
Ref. Number: W96000000094

We have received your document for FLORIDA TRACTORS PARTS & TRANSPORTATION, INC. and your check(s) totalling \$122.50. 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.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 796A00000160

**ARTICLES OF INCORPORATION**

**OF**

Florida Tractors Parts & Transportation, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN -9 AM 11:00

**ARTICLE I - NAME**

The name of this corporation is

Florida Tractors Parts & Transportation, Inc.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

The general nature of the business to be transacted by this Corporation shall be any and all activities permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street of the initial registered office of this corporation is 1575 West Commercial  
Fort Lauderdale, Fl 33309  
and the name of the initial registered agent of this corporation at that address is Jaime Alvarez

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have ( 2 ) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than two. The name and address of the initial director of this corporation are: Jaime Alvarez 8229 SW 3 Pl Fort Lauderdale Fl.  
Marcia Consuegra 6283 W 24 Ave. Hialeah, Fl.

#### ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is: Jaime Alvarez 1575 West Commercial, Fort Lauderdale  
Florida 33309

#### ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount apposite his name: Jaime Alvarez 100  
Marcia Consuegra 100

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### ARTICLE XII - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than (\$1,000.00) ONE THOUSAND DOLLARS.

#### ARTICLE XIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the

authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

#### ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE XV - DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### ARTICLE XVI - INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors is:

Jaime Alvarez 8220 S.W. 3 PL. Fort Lauderdale, Fl 33068  
Marcia Consuegra 6283 W. 24 Ave. Hialeah, Fl 33016

#### ARTICLE XVII - REMOVAL OF DIRECTORS

The shareholders of this corporation shall be entitled to remove any director from office during his term.

#### ARTICLE XVIII - LIMITATION ON POWERS OF COMMITTEE

In addition to other limitations imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

#### ARTICLE XIX - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XX - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meeting of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XXI - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

ARTICLE XXII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

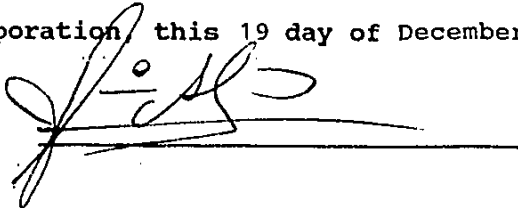
ARTICLE XXIII - SUB-CHAPTER "S" AND 1244 STOCK

It is the intention of the undersigned incorporator to consent to the election under Internal Revenue Code, Section 1372 (a) and to be treated as a "Small Business Corporation" and the Plan to issue 1244 Stock in connection therewith shall be set forth in the By-Laws of this corporation.

ARTICLE XXIV - AMENDMENT

This corporation serves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these articles of incorporation, this 19 day of December 1995



STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared \_\_\_\_\_ known to me and known by me to be the person who executed the foregoing Article of Incorporation and who acknowledged before me that he executed those Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this  
22 day of DECEMBER, 1993.

*Teresa M. Villalona*  
TERESA M. VILLALONA  
Notary Public, State of Florida  
OFFICIAL NOTARY SEAL  
TERESA M VILLALONA  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC302149  
MY COMMISSION EXPIRES JULY 14, 1997

NOTARY SEAL

STATE OF FLORIDA  
DEPARTMENT OF STATE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN -9 AM 11:00

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE NAMING OFFICERS UPON WHOM PROCESS  
MAY BE SERVED AND NAMES AND ADDRESSES OF THE  
OFFICERS AND DIRECTORS

The following is submitted, in compliance with Chapter  
48.091 Florida Statutes: Florida Tractors Parts & Transportation, Inc.

a corporation organized (or organizing) under the laws of the State  
of Florida with its principal office at  
has named 1575 West Commercial, Fort Lauderdale Fl 33309  
located at  
as its agent to accept service of process within this state.  
1575 West Commercial, Fort Lauderdale Fl 33309

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
Jaime Alvarez	Pres./Treasurer	8229 SW Pl, Fort Lauderdale
Marcia Consuegra	V.P./ Secretary	6283 W 24 Ave. Hialeah Fl.

DIRECTORS

<u>NAME</u>	<u>SPECIFIC ADDRESS</u>
Jaime Alvarez	8229 SW 3 PL, Fort Lauderdale Fl.
Marcia Consuegra	6283 W 24 Ave. Hialeah fl.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process to  
keep office open during prescribed hours; to post my name ( and any  
other officers of said corporation authorized to accept service of  
process at the above Florida designated address) in some  
conspicuous place in office as required by Law.

Filing Fee: \$ 122.50

