

P96000037431

20 of APRIL - 1996.-

Division of Corporations,  
Tallahassee, Florida.-

100001795281  
-04/25/96--01116--002  
\*\*\*\*121.50 \*\*\*\*121.50

Gentlemen:

Enclosed you will find our remittance in the amount  
of \$ 121.50 - corresponding to the Registration Fees for  
the Corporation: FLORIDA USED TRUCK PARTS CORPORATION-

Very truly yours,

For the Corporation,

*Erica R.*  
PRESIDENT.-

96 APR 25 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

encl.-

Florida Used Truck Parts Corporation,  
12871 Alexandria Drive  
Opa Locka, Florida, 33054.-

*DMC*  
*4/30/96*

ARTICLES OF INCORPORATION

OF

FLORIDA USED TRUCK PARTS CORPORATION

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STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate together for the - purpose of becoming a corporation under the Laws of the State of Florida, by and under the provision of the laws of said - State, providing for the information, liabilitation, rights, pri- vileges and immunities of a corporation for profit.

ARTICLE I

NAME, ADDRESS AND AGENT

The name of this corporation shall be:

FLORIDA USED TRUCK PARTS CORPORATION -

(hereinafter referred to as the corporation). Its Registered - Office shall be located at 12871 Alexandria Dr. Opa Locka, Florida, -33054. in the County of Dade. Its Registered Agent shall be EDELIO CONZALEZ located at - 12871 Alexandria Dr. Opa Locka, Fl. 33054 - County of Dade, State of Florida.

ARTICLE II

NATURE OF BUSINESS

Section I. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. To carry on business in the United States or any foreign country or countries, to buy, sell, import, export, lease, sub- lease, hold, procure, transport, manufacture, acquire and deal - generally, both wholesale and retail, in goods and services of all types, both as principal and agent, in any part of the world.

b. To enter into, make, perform and carry out contracts of

every kind and for any lawful purpose with any person, firm, association and/or corporation.

c. To exchange in the currency of foreign countries and the currency of the United States.

d. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purposes of the company, and to secure the same by mortgage pledge, deed or trust, or otherwise.

e. To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.

f. To do all of such acts or things as they are incident or conducive to the premises, and to do all and everything -- necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation.

g. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made a part thereof by reference.

h. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon corporation of this character.

i. \_\_\_\_\_

ARTICLE III  
CAPITAL STOCK

The capital stock of the corporation shall consist of:  
a. ONE HUNDRED ( 100 ) shares of par value.

For incorporation purposes, each share will have a nominal value set a FIFTY dollars (\$50.00) per share as consideration.

b. Said Shares of common stock to have par value. All shares to be issued fully paid and non assessable. The capital stock of this corporation may be paid in lawful money of the U.S. or in property, labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in the control of the management of the corporation.

d. The holders of these shares of common stock are to have preemptive rights in the purchase of subsequent issues of stock.

e. In the event any shareholder be unable to attend a shareholder's meeting, the shareholder may vote his share or shares by proxy, one share representing one vote.

ARTICLE IV  
INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall be not less than FIVE THOUSAND DOLLARS (\$5,000.00) ..

ARTICLE V  
TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI  
BOARD OF DIRECTORS

The Board of Directors shall consist of not less than three ( 3 ) persons.

ARTICLE VII  
INITIAL DIRECTORS & OFFICERS

The names and addresses of the first Board of Directors who,

By-Laws and the Act of the Legislature approved June 1, 1925, and the act amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

Title:	Name:	Addresses
President:-	Edelio Gonzalez,	220 S. Royal Poinciana, H. Springs, Fl.
Vice President:	Matthew R. Gonzalez.	220 S. Royal Poinciana, H. Springs, Fl.
Secretary-	Patricia S. Gonzalez.	220 S. Royal Poinciana, H. Springs, Fl.
-Treasurer:	Judah E. Gonzalez.	220 S. Royal Poinciana, H. Springs, Fl.

### ARTICLE VIII

#### \*SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take are as follows:

NAME & TITLE:	ADDRESS:	SHARES.
Edelio R. Gonzalez, President:	220 S. Royal Poinciana, H. Springs, Fl.	50
Matthew R. Gonzalez, Vice-Pres.	220 S. Royal Poinciana, H. Springs, Fl.	20
Patricia D. Gonzalez, Secretary-	220 S. Royal Poinciana, H. Springs, Fl.	10
Judah E. Gonzalez, Treasurer.-	220 S. Royal Poinciana, H. Springs, Fl.	20
		<u>100</u>

### ARTICLE IX

#### BY-LAWS

The regulation of the business and the conduct of the affairs of the corporation and the provision creating and limiting the powers of the corporation, the directors and the stockholders, or any class of stockholders of the corporation, shall be controlled by the By-Laws which shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed which said By-Laws may, from time to time and whenever necessary, be amended by the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned have made and signed these Articles of Incorporation at Opa Locka ----- Dade County, Florida, for the uses and purposes aforesaid.

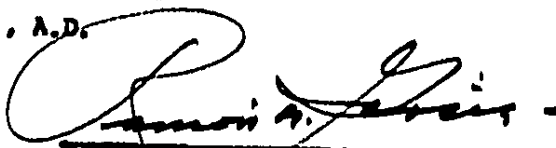
Witnesses:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Edelio Gonzalez  
President  
Matthew R. Gonzalez  
Vice-President  
Patricia S. Gonzalez  
Secretary  
Judah E. Gonzalez  
Treasurer

I HEREBY CERTIFY that on this 20th day of -APRIL-  
1996, before me personally appeared EDILIO CONZALEZ; MATTHEW CON-  
AALEZ; PATRICIA CONZALEZ and YUDAH CONZALEZ,  
who are PRESIDENT; VICE PRESIDENT; SECRETARY AND TREASURER  
respectively, to me well known to be the persons described as  
subscribers in and who executed the foregoing ARTICLES OF --  
INCORPORATION and acknowledged before me that the subscribed -  
to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my official seal  
and hand at OPA LOCKA ----- Dade County, this 20th day of ---  
APRIL - 1996 , A.D.

  
Notary Public, State of Florida

My Commission expires:

OFFICIAL NOTARY SEAL RAMON M. GARCIA NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC535815 MY COMMISSION EXP. FEB. 27, 2000
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR RESIDENCE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE, HAVING BEEN  
MAY BE SERVED.

-- -- --In pursuance of Chapter 43.091, Florida Statutes, the  
following is submitted in compliance with said act.

-- -- --FIRST: That FLORIDA USED TRUCK PARTS CORPORATION

desiring to organize under the Laws of the State of Florida, with  
its principal office, as indicated in the articles of incorporati  
at. 12871 Alexandria Drive, Opa Locka, Florida, 33054

County of DADE State of Florida, has named EDILIO

CONZALEZ, located at 12871 Alecandria Dr. Opa Locka, Fl.33054-

DADE County of DADE, State of Florida, as its  
REGISTERED AGENT, to accept service of process within this state.

ACKNOWLEDGEMENT: (Must be signed by Registered Agent).--

-- -- --Having being named to accept service of process for the  
above stated Corporation, at place designated in this certificate,  
I hereby accept to act in this capacity and agree to comply with  
the provision of said Act relative to keeping open said office.

Edilio P. Conzalez

REGISTERED AGENT