

6/10/96
6/10/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

TO: DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GULF STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839
FAX: (305) 592-9591

(((H96000008082))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: AUTO ACCESORIES DEPOT, INC.
FAX AUDIT NUMBER: H96000008082 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/10/1996 TIME REQUESTED: 12:09:10
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 071001002335

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000008082)))

** ENTER 'M' FOR MENU. **
6/10/96

FLORIDA DIVISION OF CORPORATIONS

12:09 PM



FILED
96 JUN 10 PM 5:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 JUN 10 PM 1:39
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
AUTO ACCESSORIES DEPOT, INC.**

I, THE UNDERSIGNED, BEING OF LEGAL AGE AND A NATURAL PERSON, DO HEREBY SUBSCRIBE TO, ACKNOWLEDGE AND FILE THE FOLLOWING ARTICLES OF INCORPORATION FOR THE PURPOSE OF CREATING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE AUTO ACCESSORIES DEPOT, INC. AND THE INITIAL ADDRESS OF THIS CORPORATION SHALL BE 10720 W. FLAGLER STREET, SUITE 8 BOX 32, MIAMI, FLORIDA 33174.

ARTICLE II

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND UNDER THE LAWS OF THE UNITED STATES OF AMERICA.

ARTICLE III

THE CAPITAL STOCK AUTHORIZED, THE PAR VALUE THEREOF, AND THE CHARACTERISTICS OF SUCH STOCK SHALL BE AS FOLLOWS:

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
100	\$ 1.00	COMMON

THE CONSIDERATION FOR ALL OF THE SAID STOCK SHALL BE PAYABLE IN CASH, PROPERTY, REAL OR PERSONAL, LABOR OR SERVICES IN LIEU OF CASH, AT A JUST VALUATION TO BE FIXED BY THE BOARD OF DIRECTORS OF THE CORPORATION.

ARTICLE IV

THIS CORPORATION SHALL COMMENCE ITS EXISTENCE IMMEDIATELY UPON THE FILING OF THESE ARTICLES OF INCORPORATION AND SHALL EXIST PERPETUALLY THEREAFTER UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE V

THE INITIAL REGISTERED OFFICE OF THIS CORPORATION SHALL BE AT 10720 W. FLAGLER STREET, SUITE 8 BOX 32, MIAMI, FLORIDA 33174 WITH THE PRIVILEGE OF HAVING ITS OFFICES AND BRANCH OFFICES AT OTHER PLACES WITHIN OR WITHOUT THE STATE OF FLORIDA. THE INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE MARIA TABARES.

PREPARED BY:
MARIA TABARES
10720 W. FLAGLER STREET
SUITE 8 BOX 32
MIAMI, FLORIDA 33174
(305) 225-2282

ARTICLE VI

THE CORPORATION SHALL HAVE AT LEAST ONE DIRECTOR, WITH THE EXACT NUMBER TO BE SPECIFIED BY THE STOCKHOLDERS FROM TIME TO TIME UNLESS THE STOCKHOLDERS SHALL, BY A MAJORITY VOTE THEREAFTER, DETERMINE THAT THE CORPORATION BE MANAGED BY THE STOCKHOLDERS.

ARTICLE VII

THE NAME AND ADDRESS OF THE DIRECTORS OF THE CORPORATION, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OR UNTIL HIS SUCCESSOR IS DULY EXECUTED AND QUALIFIED SHALL BE:

DIRECTOR.

MARIA TABARES
10720 W. FLAGLER STREET SUITE 8 BOX 32
MIAMI, FLORIDA 33174

TITLE

PRESIDENT

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR IS MARIA TABARES, 10720 W. FLAGLER STREET, SUITE 8 BOX 32, MIAMI, FLORIDA 33174.

ARTICLE IX

NO CONTRACT OR OTHER TRANSACTION BETWEEN THIS CORPORATION AND ANY OTHER CORPORATION, AND NO ACT OF THIS CORPORATION, SHALL IN ANY WAY BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE DIRECTORS OF THIS CORPORATION ARE PECUNIARILY OR OTHERWISE INTERESTED IN, OR ARE DIRECTORS OR OFFICERS OF, SUCH OTHER CORPORATION. ANY DIRECTOR INDIVIDUALLY, OR ANY FIRM OF WHICH ANY DIRECTOR MAY BE A MEMBER, MAY BE PARTY TO, OR MAY BE PECUNIARILY OR OTHERWISE INTERESTED IN, ANY CONTRACT OR TRANSACTION OF THIS CORPORATION, PROVIDED THAT THE FACT THAT HE OR SUCH FIRM IS SO INTERESTED SHALL BE DISCLOSED OR SHALL HAVE BEEN KNOWN TO THE BOARD OF DIRECTORS OR A MAJORITY THEREOF, AND ANY DIRECTOR OF THIS CORPORATION WHO IS ALSO A DIRECTOR OR AN OFFICER OF SUCH OTHER CORPORATION, OR WHO IS SO INTERESTED, MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS OF THIS CORPORATION WHICH SHALL AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION, WITH LIKE FORCE AND EFFECT AS IF HE WERE NOT SUCH A DIRECTOR OR OFFICER OR SUCH OTHER CORPORATION, OR NOT SO INTERESTED.

ARTICLE X

THE PRIVATE PROPERTY OF THE STOCKHOLDER SHALL NOT BE SUBJECT TO PAYMENT OF THE CORPORATE DEBTS IN ANY EVENT.

ARTICLE XI

THIS CORPORATION SHALL INDEMNIFY AND MAY INSURE ITS OFFICERS AND DIRECTORS TO THE FULLEST EXTENT PERMITTED BY LAW EITHER NOW OR HEREAFTER.

IN WITNESS WHEREOF, I, THE UNDERSIGNED, BEING THE INCORPORATORS HEREIN BEFORE NAMED, FOR THE PURPOSE OF FORMING A CORPORATION TO DO BUSINESS BOTH WITHIN AND WITHOUT THE STATE OF FLORIDA, UNDER THE LAWS OF FLORIDA, MAKE AND FILE THESE ARTICLES OF INCORPORATION, HEREBY DECLARING AND CERTIFYING THAT THE FACTS HEREIN STATED ARE TRUE, AND HEREBY SIGN MY NAME ON THIS 7TH DAY OF JUNE, 1996.


MARIA TABARES

FILED
96 JUN 10 PM 5:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1196000008082

**CERTIFICATE ACCEPTING DESIGNATION
AS
REGISTERED AGENT**

IN COMPLIANCE WITH THE LAWS OF FLORIDA, THE FOLLOWING IS SUBMITTED:

FIRST, THAT AUTO ACCESSORIES DEPOT, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED MARIA TABARES, 10720 W. FLAGLER STREET, SUITE 8 BOX 32, MIAMI, FLORIDA 33174, COUNTY OF DADE, STATE OF FLORIDA, AS ITS STATUTORY REGISTERED AGENT.

HAVING BEEN NAMED THE STATUTORY REGISTERED AGENT OF THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE SAME AND AGREE TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW RELATIVE TO KEEPING THE REGISTERED OFFICE OPEN, AND I ACCEPT THE OBLIGATIONS OF SECTION 607.325 F.S.



MARIA TABARES
REGISTERED AGENT

DATED THIS 7TH DAY
OF JUNE, 1996.

H96000008082