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BEVERLY L. GREENBERG
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SECRET
STATE
TALLAHASSEE, FLORIDA

JUN 24 12:26

June 19, 1996

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

800001074908
-06/25/96-01091-016
****122.50 ****122.50

Re: MR. PARTS SOUTH CORP.

Gentlemen:

I am enclosing herewith an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed for the following fees:

Filing fee	\$35.00
Certified copy	52.50
Registered Agent fee	<u>35.00</u>
Total:	\$122.50

Please file the original of the enclosed Articles of Incorporation and return the certified copy to me in the envelope provided.

Very truly yours,

Beverly L. Greenberg
Beverly L. Greenberg

BLG:hs
Enclosures
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TH
6-26-96

ARTICLES OF INCORPORATION
OF
MR. PARTS SOUTH CORP.

FILED
96 JUN 24 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is MR. PARTS SOUTH CORP.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or businesses permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The number of shares which the corporation is authorized to issue is 100 shares having a par value of \$0.10 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is:

12061 Southwest 131 Avenue
Miami FL 33186

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is:

Angel Tomas Fuentes
12061 Southwest 131 Avenue
Miami FL 33186

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The names and addresses of the initial directors are:

Angel Tomas Fuentes
12061 Southwest 131 Avenue
Miami FL 33186

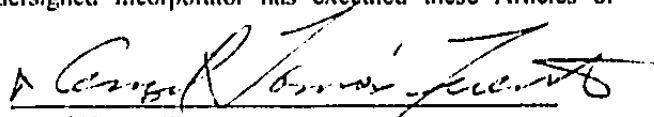
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96 JUN 24 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - INCORPORATION

The name and street address of the Incorporator signing is:

Angel Tomas Fuentes
12061 Southwest 131 Avenue
Miami FL 33186

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19 day of June, 1996.


Angel Tomas Fuentes
Incorporator

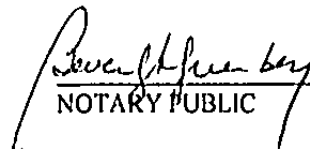
STATE OF FLORIDA
COUNTY OF DADE

The foregoing Articles of Incorporation of MR. PARTS SOUTH CORP. ,were acknowledged before me this 19 day of June, 1996, by Angel Tomas Fuentes as Incorporator:

X who is personally known to me, or
_____ who has produced _____ as identification.

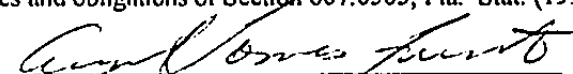


BEVERLY L. GREENBERG
Not. Commission CC299013
Expires Sep. 05, 1997
Bonded by HAI
800-422 1555


NOTARY PUBLIC Beverly L. Greenberg

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent of the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of any duties and I accept the duties and obligations of Section 607.0505, Fla. Stat. (1990).


Angel Tomas Fuentes
Registered Agent

Date: June 19, 1996

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