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DAVID T. PRICE
ATTORNEY AT LAW
550 S.W. 18TH AVENUE
DEERFIELD BEACH, FLORIDA 33442
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August 19, 1996

FILED
96 AUG 22 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division Of Corporations
Florida Dept. Of State
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

Re: D&S Auto Parts, Inc.

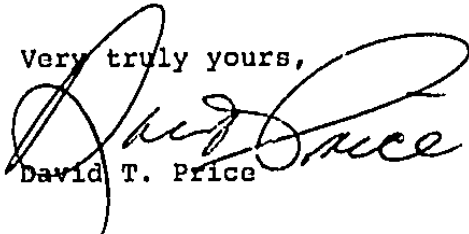
Dear Division Of Corporations:

Enclosed please find the original (plus one copy) of the Articles Of Incorporation for the above-referenced new corporation.

Our check in the amount of \$122.50 is enclosed as your filing fee. Please return a certified copy of the Articles provided.

Thank you for your assistance.

Very truly yours,


David T. Price

/ss
encl.

nc AUG 23 1996

ARTICLES OF INCORPORATION
OF

D&S AUTO PARTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida; and further do agree to the following conditions of said corporation.

ARTICLE I: NAME

The name of this corporation is D&S AUTO PARTS, INC.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to do all things which natural persons might or could lawfully do in the premises as follows:

To engage in the wholesale and retail purchase of auto parts, accessories and equipment for export and for all other purposes, and to engage in all other business enterprise that may be lawfully conducted under the laws of any other jurisdiction in which the corporation may, in the future, be licensed to do business,

and to conduct and to carry on such general business in connection therewith as may be necessary and convenient or usual and to purchase, hold, sell, convey, lease or otherwise enjoy or dispose of such real estate as may be necessary, usual or convenient to carry out the objects of the corporation as hereinbefore set forth, and to do any and all other things not herein enumerated which may tend to the ends of the purposes herein set forth and which are necessary, convenient or desirable to do for the interests of the corporation. It is further provided that this corporation shall be authorized to conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks

and licenses, in the State of Florida, and in other States and Countries, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, as required, to purchase the corporate assets of any other corporation and engage in the same or other character of business, to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock or any stock of, bonds, securities or any other evidences of indebtedness created by any other corporation in the State of Florida or any other State or Government, and while owner of such stock to exercise all the rights, powers and privileges of ownership including the right to vote such stock, in general, to carry on any other business in connection therewith, whether manufacturing, building or otherwise, not specifically forbidden by the Laws of the State of Florida, and with all the powers conferred upon corporations for profit by the Laws of the State of Florida.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 10,000 shares at \$1.00 par value, which shares shall be all common stock.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall be 500 shares.

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE VI: ADDRESS

The initial post office address of this corporation in the State of Florida is 444 Zephyr Way, Juno Beach,
FL 33408.

ARTICLE VII: DIRECTORS

This corporation shall have not less than one (1)

Director initially. The number of Directors may be increased from time to time as the Stockholders desire in accordance with the By-Laws hereof.

ARTICLE VIII: INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the First Board of Directors of this corporation are as follows:

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>OFFICE</u>
Shannon P. Albury 444 Zephyr Way Juno Beach, FL 33408	President	Director

ARTICLE IX: SUBSCRIBERS

The names and post office addresses of each subscriber to these Articles of Incorporation, the number of shares of stock each agree to take and the value of the consideration paid therefor are as follows:

<u>NAME AND ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT PAID</u>
Shannon P. Albury 444 Zephyr Way Juno Beach, FL 33408	500	\$500.00

ARTICLE X: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders meeting by a majority of the Stockholders.

ARTICLE XI: QUALIFICATION UNDER SECTION 1244

This corporation shall qualify under Section 1244 of the Internal Revenue Code and regulations issued thereunder, and the plan to issue Section 1244 stock shall be adopted by the Board of Directors.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 16 day of August, 1996.



SHANNON P. ALBURY (SEAL)

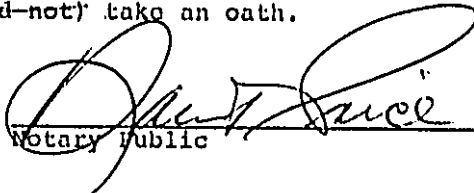
(SEAL)

(SEAL)

(SEAL)

STATE OF FLORIDA
COUNTY OF ~~DEKALB~~ BROWARD

The foregoing instrument was acknowledged before me this
16 day of AUGUST, 1996, by SHAWN P.
ALBURY, Pres of DYS AUTO PARTS INC.,
a Florida corporation, on behalf of the corporation. He/she
is personally known to me ~~or has produced~~ _____
~~an identification~~ and did ~~(did not)~~ take an oath.


Notary Public

Printed Notary Name

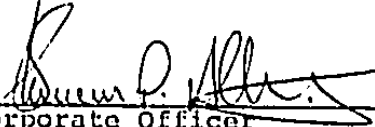


DAVID T PRICE
My Commission CC408888
Expires Oct. 08, 1998

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That D&S Auto Parts, Inc.
desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the Articles of
Incorporation at the City of Juno Beach
County of Martin, State of Florida,
has named DAVID T. PRICE, Esq. located at
550 SW 12th Ave. City of
Deerfield Beach County of
Broward, State of Florida, as its
Agent to accept service of process within this State.

by 
Corporate Officer

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above stated corporation, at place designated in this
Certificate, I hereby accept said appointment and agree to act
in this capacity and I agree to comply with the provisions of
said Act relative to keeping open said office.

by 
Resident Agent

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26 AUG 22 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Aj's **P96000070432**
International INC. 4524 Gun Club Road, #102, W.P.B., FL 33415 407/471-0400
ACCOUNTING • TAXES • FINANCE

August 22, 1997

SECRETARY OF STATE
DIVISION OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FL 32314

Dear Sir:

Enclosed please find in duplicate the Articles Of Amendment to the Articles Of Incorporation of D & S Auto Parts, Inc. for recording the Name change of the corporation.

We have also enclosed a check for the total of \$ 43.75 covering the expenses as follows:

Filing Articles Of Amendment.....	\$ 35.00
Certificate Of Status.....	8.75
Total	<u>\$ 43.75</u>

If you need further information please let us know.

Sincerely,

[Signature]
Arvind Ajinkya
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Joe
9/5

N/C Amend

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D & S AUTO PARTS, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)* ARTICLE I, NAME Being amended as follows:
The name of this corporation shall be changed to:
D & S EXPORT OF PALM BEACH, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

The Shares of the corporation will be exchanged with the new name of the corporation.

THIRD: The date of each amendment's adoption: August 22, 1997.

FOURTH: Adoption of Amendment(s) (check one)

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)

(continued)

Signed this 22nd day of August, 19, 97.

By 

(Chairman or Vice Chairman of the Board of Directors, President or
other officer if adopted by the shareholders)

OR

(A director or incorporator if adopted by the directors or incorporators)

DOUG DeSTEFANO

(Typed or printed name)

DIRECTOR

(Title)