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Anthony J. Comparetto, Esq.

----- Attorney at Law -----

Anthony J. Comparetto, Esq.

Stephen C. Schroeder, Esq.
Of Counsel

LOCATIONS:
St. Petersburg
Tampa

phone (813) 328-7900

August 28, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: Corporate Filing

Dear Sirs:

Please find enclosed corporate papers to be filed on Autohaus, PARTS, Inc. Also please find enclosed the statutory filing fee of \$70.00 on such.

If anything further is required please feel free to call.

Sincerely,

Anthony J. Comparetto, Esquire
dictated not read

AJC/ted

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SEP-3 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9.6.96
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ARTICLES OF INCORPORATION

OF

AUTOHAUS PARTS, INC.

FILED
SEP-13 1983
FBI - MIAMI

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is AUTOHAUS PARTS INC. The Corporations principal place of business shall be 913 49th Street South, Gulfport, Fl 33707.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue one thousand (1000) shares of one dollar (\$1) par value common stock which shall be designated common shares.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 913 49th Street South, Gulfport, Fl 33707 the name of the initial registered agent at such address is Debbie Brown.

ARTICLE VI

Management of Corporation by Stockholders

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction, of the shareholders.

ARTICLE VII

Incorporators

The name and address of the person signing these Articles is:

Debbie Brown, 913 49th Street S., Gulfport, FL 33707.

ARTICLE VIII

Amendments

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the stock holders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 27 day of August 1996.

I Debbie Brown hereby accept the position and duties as registered agent.

Debbie Brown
Debbie Brown

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The forgoing instrument was acknowledge before me this 27 day of August 1996 by DEBBIE BROWN who is personally known to me or who has produced _____ as identification and who did take and oath



VERONICA CONTOS
NOTARY PUBLIC, State Of
Florida. My Commission
Expires December 5, 1999.
Commission # CC 516176

NOTARY REPUBLIC
Sign: Veronica Contos

Print: _____
State of Florida at Large
Commission No. _____
My commission expires: _____