

746000084797

SALOMON, KANNER, DAMIAN & RODRIGUEZ, P.A.
ATTORNEYS AT LAW
2550 WORLD TRADE CENTER
80 S.W. 8TH STREET
MIAMI, FLORIDA 33130

JUAN E. RODRIGUEZ

TELEPHONE (305) 379-1681-MIAMI
BROWARD (954) 522-8655
TELECOPY (305) 374-1719

October 9, 1996

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

400001971864
-10/11/96--01081--002
****122.50 ****122.50

Re: Ultimate Auto Parts, Inc.
Our File No. 96-5809

~~400001971864~~
~~-10/11/96--01081--002~~
~~400001971864~~
~~-10/11/96--01081--002~~

Dear Sir or Madam:

Enclosed are the original and one (1) copy of the Articles of Incorporation of Ultimate Auto Parts, Inc., a Florida corporation. We would appreciate your filing these and sending us a certified copy with the applicable filing information in the enclosed self addressed stamped envelope. We are enclosing our firm's check in the amount of One Hundred Twenty Two and 50/100 (\$122.50) Dollars to cover to following costs:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total	<u>\$122.50</u>

Thank you for your prompt attention to this matter.

Very truly yours,

Juan E. Rodriguez
Juan E. Rodriguez

JER/td

Encl. (as stated)

cc: Eloy Quevedo

EFFECTIVE DATE
OCT - 9 1996

FILED
96 OCT 11 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AB
10/15

EFFECTIVE DATE
OCT - 9 1996

ARTICLES OF INCORPORATION
OF
ULTIMATE AUTO PARTS, INC.

FILED
96 OCT 11 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

ULTIMATE AUTO PARTS, INC.

ARTICLE II

Business and Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of this corporation, shall be to conduct any business operation legal under the laws of the State of Florida.

ARTICLE II.

Capital Stock

1. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

2. In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE III

Existence of Corporation

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence on the date these Articles of Incorporation are subscribed to and acknowledged, if these Articles are filed with the Department of State within five (5) days after subscription and execution. If filed after such five (5) days, the existence of this corporation shall commence upon the filing of these Articles with the Department of State. In either event, the existence of this corporation thereafter shall be perpetual.

ARTICLE IV

Corporation's Principal Office

The Corporation's principal office shall be located at 3754 N.W. 54th Street, Miami, Florida 33142.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 80 S.W. 8th Street, Suite 2550, Miami, Florida 33130, and the initial registered agent of this corporation at such office shall be Juan E. Rodriguez. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than five (5) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority

of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Incorporator

The name and street address of the incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Juan E. Rodriguez	80 S.W. 8th Street Suite 2550 Miami, Florida 33130

ARTICLE VIII

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE IX

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all

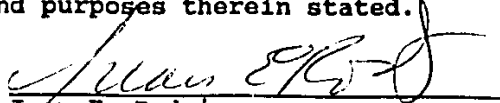
rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE X

Applicability of Section 607.0901

The provisions of Section 607.0901, Florida Statutes, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

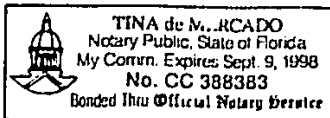

Juan E. Rodriguez

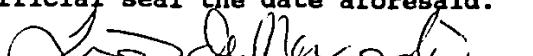
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, on this 9 day of October, 1996, personally appeared Juan E. Rodriguez to me well known to be the person described in and who produced a Florida Drivers License as identification.

WITNESS my hand and official seal the date aforesaid.





NOTARY PUBLIC

My Commission Expires:

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Juan E. Rodriguez, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 9th day of October, 1996.



Juan E. Rodriguez

C:\MP51\JER\96-5809\ARTINCCR

FILED
96 OCT 11 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA