

ARTICLE OF INCORPORATION
OF
ALL JAP PARTS, INC.

The undersigned incorporators of this corporation under the provisions of Chapter 607 of the Florida Statute, as amended, adopt the following Articles of incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is ALL JAP PARTS, INC. (" the corporation").

ARTICLE II: MAILING ADDRESS OF THE CORPORATION

The mailing address of the corporation is at 7812 Miramar Boulevard, Miramar, Florida 33023

ARTICLE III: DURATION OF THE CORPORATION

The duration of the corporation shall be perpetual.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purposes for which the corporation is organized are to: provide products and services in the automotive industry and other related industries and to engage in any and all businesses not prohibited by the laws of the State of Florida or other applicable laws.

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TALLAHASSEE, FLORIDA

ARTICLE V: AUTHORIZED SHARES

The corporation is organized to issues ten thousand shares (10,000) shares of common stock with a par value of \$1.00 per share. All stocks shall be of one class. The Board of Directors may authorize issuance of such stocks to such person upon such terms and for such consideration as they may deem appropriate. The consideration may include money or other propoerty, which property shall be received at just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE VI: PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of this Corporation, shall have the right to purchase his pro-rata share thereof at the prices at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation; initial registered office is 7812 Miramar Boulevard, Miramar, Florida 33023, and the name of its registered agent at that office is Winsome J. Azan.

ARTICLE VIII:

The Corporation shall have (2) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws.

The name and addresses of the initial Board of Directors of the Corporation are:

Kenroy R. Chambers
7812 Miramar Boulevard,
Miramar, Florida 33023

Winsome J. Azan
7812 Miramar Boulevard,
Miramar, Florida 33023

ARTICLE IX: INCORPORATORS

The name and address of the incorporator of the Corporation is:

Kenroy R. Chambers
7812 Miramar Boulevard,
Miramar, Florida 33023.

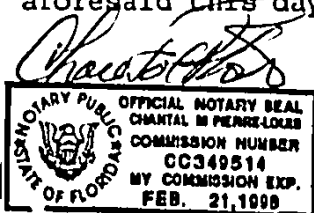
IN WITNESS WHEREOF, We, the undersigned incorporators have
signed these articles of incorporation on this _____ day of
_____, 1996 and acknowledge the same to be our act.



STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this _____ day of
_____, 1996 before me an officer duly authorized,
personally appeared KENROY R. CHAMBERS, to me well known and known
to be the same persons described in and who executed the foregoing
instrument, and they acknowledge before me that they executed the
same.

WITNESS my hand and official seal in the County and State
aforesaid this day and year last above written.



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 ALL JAP PARTS, INC., desiring to organize under the laws of the state of Florida with its principal office, as indicated in the article of Incorporation at City of Miramar, County of Broward, State of Florida, has named Winsome J. Azan, located at 7812 Miramar Boulevard, City of Miramar, County of Broward, State of Florida, as its agent to accept services of process within this state.

Acceptance of Agent-

ACKNOWLEDGEMENT:

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

BY: _____

Signature

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TALLAHASSEE, FLORIDA