

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
97 JAN 13 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL JAN 13 1997

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY ASP _____

WALK-IN Will Pick Up 1-13-1100

RE: Japeuro Auto
Parts Int'l, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> () Form Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
500002055295--1		
Name Reservation	01/13/97--C1021--010	*****70.00 *****70.00
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED

97 JAN 13 AM 11: 01

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF
JAPEURO AUTO PARTS INT'L, INC.**

WE, the undersigned, being of legal age and natural persons, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be :

JAPEURO AUTO PARTS INT'L, INC.

ARTICLE II

The general nature of the business to be transacted by the corporation is as follows :

- 1 - The corporation may engage in any activity or business which is permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.**
- 2 - And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.**
- 3 - And, further, to borrow or raise money for any purpose of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights or franchise of this company now owned or negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.**

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows :

500 Shares of Common Stock - Par Value \$ 1.00

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefore shall have been paid. All of such shares are to consist of one class only.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall not be less than \$500.00.

ARTICLE V

This corporation shall commence its existence on filing, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI

The initial address of this corporation shall be 375 NW 48 AVE. PLANTATION, FL. 33317 with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VII

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote hereafter, determine that the corporation be managed by the stockholders.

ARTICLE VIII

The names and addresses of the first Board of Directors are as follows:

HARRY NICHOLS
3731 NW 25 ST.
LAUDERDALE LAKES, FL. 33311

OSWALD D. EWERS
375 NW 48 AVE.
PLANTATION, FL. 33317

ARTICLE IX

The names and addresses of the Initial Officers of the corporation are as follows :

PRESIDENT

HARRY NICHOLS
3731 NW 25 ST..
LAUDERDALE LAKES, FL. 33311

SEC/ TREA

OSWALD D. EWERS
375 NW 48 AVE.
PLANTATION, FL. 33317

ARTICLE X

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which will authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XI

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders of the corporation.

ARTICLE XII

This corporation may indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XIII

The names and post office address of the Subscribers, and the number of shares of stock they agree to take is :

HARRY NICHOLS
3731 NW 25 ST.
LAUDERDALE LAKES, FL. 33311

100 SHARES

OSWALD D. EWERS
375 NW 48 AVE.
PLANTATION, FL. 33317

100 SHARES

ARTICLE XIV

The initial registered office of the corporation shall be 375 NW 48 AVE. PLANTATION, FL.33317. The initial registered agent of the corporation whose business office is at such address is OSWALD D. EWERS.

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 entitled to vote thereon.

ACKNOWLEDGMENT

IN WITNESS THEREOF, WE, the undersigned, being the original subscribers to the capital stock herein above named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true and agree to take the number set forth, and here unto set my hand and seal this 10th day of January, 1997.


HARRY NICHOLS


OSWALD D. EWERS

FILED

97 JAN 13 AM 11:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared

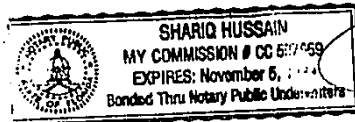
HARRY NICHOLS

AND

OSWALD D. EWERS

to me known to be the persons described herewith, and who executed the foregoing Articles of Incorporation, and the acknowledged before me that they executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State named above this 10th
day of JANUARY, 1997.



Having been named to accept service of process for the above stated corporation, at the place designated in these Articles. 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 my duties.

Oswald D. Ewers
OSWALD D. EWERS