

81/29/1997 08:07

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FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIQUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: PERFORMANCE PARTS IMPORT & EXPORT INC.

AUDIT NUMBER.....H97000001582

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 29, 1997

CORPORATE CREATIONS INTERNATIONAL, INC.

SUBJECT: PERFORMANCE PARTS IMPORT & EXPORT INC.
REF: W97000002118

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FAX Aud. #: W97000001582
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**Articles of Incorporation
of
Performance Parts Import & Export Inc.**

Article I. Name

EFFECTIVE DATE

1-28-97

The name of this Florida corporation is:
Performance Parts Import & Export Inc.

Article II. Address

The mailing address of the Corporation is:
Performance Parts Import & Export Inc.
4890 NW 102 Avenue
Miami FL 33178

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Article III. Capital Stock

The Corporation shall have the authority to issue 3,000 shares of common stock, par value zero per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Jorge R. Lopez
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Jorge R. Lopez FL Bar Member 0582328
Sandler Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126
305-267-9200 • Fax 305-267-5155

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Gabriel Pinto

Article VI. Incorporator

The name and address of the incorporator is:

Jorge R. Lopez
Sandler Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective January 28, 1997

The undersigned incorporator executed these Articles of Incorporation on January 29, 1997



JORGE R. LOPEZ
by B.R. Fons as attorney-in-fact

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Jorge R. Lopez FL Bar Member 0582328
Sandler Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126
305-267-9200 • Fax 305-267-5155

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**Certificate of Designation
Registered Agent and Registered Office .**

CORPORATION:**Performance Parts Import & Export Inc.****REGISTERED AGENT:****Jorge R. Lopez****5200 Blue Lagoon Drive, Suite 600****Miami FL 33126**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

**JORGE R. LOPEZ**

by B.R. Fons as attorney-in-fact

Date: 1/29/97

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**Jorge R. Lopez FL Bar Member 0582328
Sandler Travis & Rosenberg, P.A.
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