

PA1000040461

SAENZ, ROBLEDO, SAX & COMPANY, P.A.

CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

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April 29, 1997

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Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Ladies and Gentlemen:

Please find enclosed an original with a copy of the Articles of Incorporation of United Automobile Products, Inc. Also, included is a check in the amount of \$122.50.

Upon finalization of processing the Articles of Incorporation, would you please forward the necessary information to our office.

Thanking you in advance for your cooperation in this matter, we remain...

Sincerely yours,

EDUARDO GONZALEZ

EFFECTIVE DATE
4-29-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -2 AM 10:27

DW 5/17

EFFECTIVE DATE
4-29-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -2 AM 10:28

ARTICLES OF INCORPORATION

OF

UNITED AUTOMOBILE PRODUCTS, INC.

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The undersigned Subscribers who are of legal age and competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt and acknowledge the following Articles of Incorporation for this Corporation:

ARTICLE I

The name of this Corporation shall be:

UNITED AUTOMOBILE PRODUCTS, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all powers to the same extent as natural persons might or could do and specifically the corporation may engage in any activity or business permitted under the laws of the United States and/or the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 7,500 shares common stock at \$1 par value.

Said stock shall be payable in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, at such valuation as may be determined, from time to time, by the Board of Directors of the Corporation.

ARTICLE IV

This Corporation shall exist perpetually, unless sooner dissolved according to law, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE V

The street address of the initial principal office of this Corporation is 7921 N.W. 64th. street, Miami, Florida and the name of the initial Registered Agent of this Corporation is Hector Venegas.

ARTICLE VI

The number of directors of this Corporation shall initially be 4. The Corporation shall be managed by the Board of Directors. The exact number of directors may be increased or decreased, from time to time, by the By Laws of the Corporation, but at no time shall there be less than one Director.

The name and street addresses of the initial Directors of the Corporation, who shall hold office for the first year or until successors are elected or appointed and have qualified, shall be:

NAME(S):	ADDRESS(ES):
Domingo Barros	7921 N.W. 64th. Street Miami, FL 33166-2723
Roberto Lopez-Ortega	Estano 1 y 3 Ctra. de Valencia, Km. 24,500 Spain
Bernardo Garcia-Sanchez	Pol. Ind. de Aguacate C/ de Haya, 7 28044 Madrid, Spain
Jose A. Garcia	Pol. Ind. de Aguacate C/ de Haya, 7 28044 Madrid, Spain

ARTICLE VII

The names and post office addresses of the Subscribers and the number of shares of stock subscribed are:

NAME(S):	ADDRESS (ES):	SHARES:
Domingo Barros	7921 N.W. 64th. Street Miami, Florida 33166	1,000
Roberto Lopez-Ortega	Estano 1 Y 3 Ctra. de Valencia, Km. 24,500	1,000
Bernardo Garcia-Sanchez	Pol. Ind. de Aguacate C/ de Haya, 7 28044 Madrid, Spain	1,000
Jose A. Garcia	Pol. Ind. de Aguacate C/ de Haya, 7 28044 Madrid, Spain	1,000

ARTICLE VIII

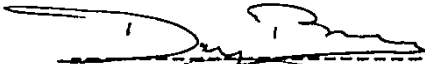
No contract or other transaction between this Corporation and any other corporation, partnership, person or other entity and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors, officers or stockholders of this Corporation are pecuniarily or otherwise interested therein, or are directors, officers or stockholders thereof. Any directors 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 director of this Corporation who is also a director, and officer or a stockholders 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 shall authorize any such contract or transaction with like force and effect as if he were not such director, officer or stockholder of such corporation, or not so interested.

ARTICLE IX

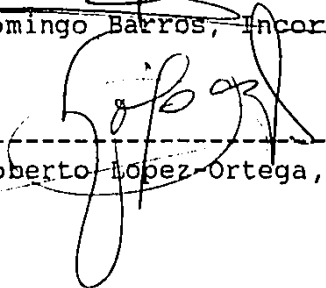
This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, in the manner now or hereafter prescribed by statute, and any rights conferred upon the stockholders are subject to reservation.

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

IN WITNESS WHEREOF, We have hereunto set our hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 29th. day of April, 1997.



Domingo Barros, Incorporator




Roberto Lopez-Ortega, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-THAT-- United Automobile Products, Inc.

DESIRING TO ORGANIZE TO QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI STATE OF FLORIDA HAS NAMED Hector Venegas LOCATED AT 7921 N.W. 64th. Street CITY OF MIAMI STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

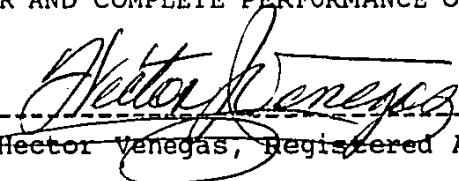


Domingo Barros, Director

DATE April 29, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -2 AM 10:28

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OR MY DUTIES.



Hector Venegas, Registered Agent

DATE APRIL 29/1997