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VICTORIA E. GARCIA MENDARO
830 Cremona Avenue
Coral Gables, Florida 33146

June 16, 1997

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-06/20/97-01073-003
****122.50 ****122.50

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

RE: INTERNATIONAL PARTS CORP.

Dear Sir/Madam:

Enclosed is original and one copy of the Articles of Incorporation of INTERNATIONAL PARTS CORP. together with my check in the amount of \$122.50 to cover the filing fee. Please return a certified copy of the filed Articles of Incorporation to the undersigned in the enclosed self-addressed stamped envelope.

If you have any questions concerning the enclosures, please do not hesitate to contact the undersigned at (305) 662-1348.

Sincerely,



VICTORIA E. GARCIA MENDARO
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 20 PM 3:35

6-20-97
WJS

ARTICLES OF INCORPORATION
of
INTERNATIONAL PARTS CORP.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. NAME

The name of this corporation is INTERNATIONAL PARTS CORP. (the "Corporation").

ARTICLE II. - MAILING ADDRESS

The mailing address of the Corporation is 830 Cremona Avenue, Coral Gables, Florida 33146.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100 shares of Common Stock having a par value of US\$0.01 per share.


ARTICLE IV. - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be at 830 Cremona Avenue, Coral Gables, Florida 33146, and the initial registered agent of this Corporation at such office shall be Victoria E. Garcia Mendaro.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Victoria E. Garcia Mendaro, 830 Cremona Avenue, Coral Gables, FL 33146.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 16th day of June, 1997.



Victoria E. Garcia Mendaro, Incorporator

This instrument prepared by:
Victoria E. Garcia Mendaro
830 Cremona Avenue
Coral Gables, Florida 33146
(305) 662-1348

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DIVISION OF CORPORATIONS
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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is INTERNATIONAL PARTS CORP.
2. The name and address of the registered agent and the registered office is Victoria E. Garcia Mendaro, 830 Cremona Avenue, Coral Gables, Florida 33146.

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of INTERNATIONAL PARTS CORP., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: 16th day of June, 1997.



Victoria E. Garcia Mendaro
Registered Agent

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DIVISION OF CORPORATIONS
97 JUN 20 AM 8:38