

6/25/97

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: NEW MIAMI AUTO SUPPLY, INC.
AUDIT NUMBER.....H97000010505
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 6
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

bm 6/26/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 26, 1997

EMPIRE

SUBJECT: NEW MIAMI AUTO SUPPLY, INC.
REF: W97000014868

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

In article 7, the document says the corporation shall have one director and no one is listed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000010505
Letter Number: 087A00033766

(6)

**ARTICLES OF INCORPORATION OF
NEW MIAMI AUTO SUPPLY, INC.**

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a Florida Corporation

ARTICLE I- NAME:

**The name of this corporation is:
NEW MIAMI AUTO SUPPLY, INC.**

ARTICLE II-DURATION:

**This corporation shall have perpetual existence, unless sooner dissolved in
accordance with the laws of the State of Florida.**

ARTICLE III-PURPOSE:

**This corporation is organized for the purpose of transacting any and all business
permitted under the laws of the United States and of the State of Florida.**

ARTICLE IV-CAPITAL STOCK:

**This corporation is authorized to issue sixty (60) shares of NO PAR VALUE
common stock, which shall be designated "Common Stock".**

**Prepared by: ROBERTO F. FLEITAS, ESQ.,
782 NW Le Jeune Rd., # 350
Miami, Florida 33126
(305) 442-1439
45260-03**

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ARTICLE V-PREEMPTIVE RIGHTS:

Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT:

The street address of the principal office of this corporation is:

3000 S.W. 92nd Avenue, Miami, Florida 33165

The name of the initial registered agent of this corporation is:

OTTO MASSO

ARTICLE VII-INITIAL BOARD OF DIRECTORS:

This corporation shall have one (1) director(s), initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is (are):

OTTO MASSO
3000 S.W. 92nd Avenue
Miami, Florida 33165

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ARTICLE VIII-INDEMNIFICATION:

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX-INCORPORATORS:

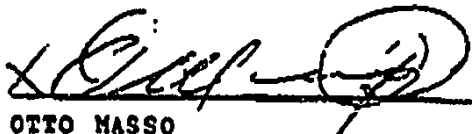
The name and address of the person(s) signing these articles of incorporation is

(are):

OTTO MASSO
3000 S.W. 92ND AVENUE
MIAMI, FLORIDA 33165

IN WITNESS WHEREOF, the undersigned subscriber(s)

has (have) executed these Articles of Incorporation this 23 day of June, 1997


OTTO MASSO

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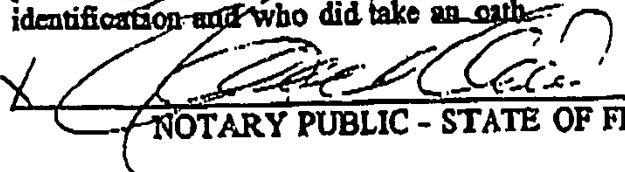
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STATE OF FLORIDA)
COUNTY OF DADE)

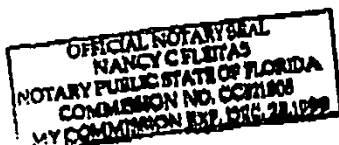
BEFORE ME, the undersigned authority, personally appeared OTTO MASSO

known to me and known by me to be the person (s) who executed the foregoing
Articles of Incorporation, and acknowledged before me that he executed the
same for the purposes therein expressed.

The foregoing instrument was acknowledged before me on this 23
day of June, 1997 by OTTO MASSO who are
personally known to me or who have produced Driver's License as
identification and who did take an oath.


NOTARY PUBLIC - STATE OF FLORIDA

MY COMMISSION EXPIRES:



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

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following
is submitted: NEW MIAMI AUTO SUPPLY, INC.
desiring to organize or qualify under the laws of the State of Florida, with its
principal place of business in the City of Miami, County of Dade, State of
Florida, has named: OTTO MASSO
as its agent to accept service of process within the State of
Florida, with the registered address as: 3000 S.W. 92nd Avenue
Miami, Florida 33165

ACKNOWLEDGMENTS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,
AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

DATED: THE 23 DAY OF June 1997


REGISTERED AGENT

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TALLAHASSEE, FLORIDA

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