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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: U.S. PARTS AND SUPPLIES, INC.
AUDIT NUMBER.....H97000010940
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is
U.S. Parts and Supplies, Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of import and export.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

Prepared by:
Eduardo J. Mendez
9370 Sunset Dr. # A-214 H 97000010940
Miami, FL 33173
(305) 275-5588

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ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be 5.00 par value.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferrable only to natural persons.

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

The street address of the initial principal office of the corporation is 9370 Sunset Drive, Suite A-214
Miami, FL 33173

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ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is . 2. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Pablo Plaza	9370 Sunset Drive, #A-214, Miami, FL 33173
Pedro Garcia	9370 Sunset Drive, #A-214, Miami, FL 33173

ARTICLE NINE

A unanimous vote of directors for effective director action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
Eduardo J. Mendes	9370 Sunset Drive, #A-214, Miami, FL 33173

Executed by the undersigned at Miami,
on July 2, 1997.

EJ Mendes

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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the
following is submitted, in compliance with said Act:

First-That U.S. Parts and Supplies, Inc.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of
incorporation at the City of Miami, County of Dade
State of Florida has named Eduardo J. Mendez
located at 9370 Sunset Drive, #A-214
City of Miami County of Dade
State of Florida, as its agent to accept service of process
within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above stated corporation, at place designated in the
certificate. I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to
keeping open said office.

By


Eduardo J. Mendez

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