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HEYAIME & MARTINEZ, P.A.
1015 W. Hillsborough Avenue
Tampa, Florida 33603

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DIVISION OF CORPORATIONS
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Ruela Parts USA, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

**ARTICLES OF INCORPORATION
OF
Rueda Parts USA, Inc.**

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The undersigned, being individuals, do hereby act as incorporators in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Rueda Parts USA, Inc.

SECOND: The mailing address, wherever located, of the corporation, if known, is 7605 East Broadway, Tampa, Florida 33619.

THIRD: The address, wherever located, of the principal place of business of the corporation, if known, is 6306 MacDill Avenue, No. 1031, Tampa, Florida 33611.

FOURTH: The number of shares that the corporation is authorized to issue is ONE HUNDRED (100), all at ONE DOLLAR (\$1.00) par value and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is 6306 MacDill Avenue, No. 1031, Tampa, Florida 33611.

The name of the initial registered agent of the corporation at the said registered office is OLINDA MILLER.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator is:

NAME	ADDRESS
Olinda Miller	6306 MacDill Avenue, No. 1031 Tampa, Florida 33611

SEVEN: The purpose for which the corporation is organized is to engage in the wholesale and retail automobile parts sale and distribution and any other lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all

persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

The undersigned Incorporators have executed these Articles of Incorporation this 7 day of July 1997.

Olinda Miller
Olinda Miller, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Rueda Parts USA, Inc .
2. The name and address of the registered agent and office is:

Olinda Miller
6306 MacDill Avenue, No. 1031
Tampa, Florida 33611

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Olinda Miller

Olinda Miller , Registered Agent

Dated: 7/7/97