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12/05/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: PALMER PARTS & SERVICE CORP.
AUDIT NUMBER.....H97000020114
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

PALMER PARTS & SERVICE CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9581 FOUNTAINEBLEAU BLVD. #302
MIAMI, FL 33172

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

The corporation is authorized to issue Five Hundred shares(500) of One dollar (1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

GERSON PALMA---9581 FOUNTAINEBLEAU BLVD. #302
MIAMI, FL 33172

Lazaro Toyos-Accountant
7278 SW 8th . Miami, Fl 33144
(305) 266-6493

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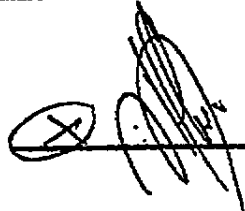
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

GERSON PALMA _____ 9581 FOUNTAINEBLEAU BLVD. #302
MIAMI, FL 33172

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

_____ 5th day of DECEMBER, 1997.



Signature

GERSON PALMA

Signature

Signature

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

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: PALMER PARTS & SERVICE CORP.

2. The name and address of the registered agent and office is:

GERSON PALMA
(Name)

9581 FOUNTAINBLEAU BLVD #302
(P.O. Box not acceptable)

MIAMI, FL 33172
(City/State/Zip)

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 provisions 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.

X 
(Signature)

12/05/97.
(Date)

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