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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: A&M A/C AUTO PARTS, INC.
AUDIT NUMBER.....H98000001171
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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** ENTER 'M' FOR MENU. **

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DIVISION OF CORPORATIONS
98 JAN 20 AM 8:24

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DIVISION OF CORPORATIONS
98 JAN 20 AM 8:21

ARTICLES OF INCORPORATION OF
A&M A/C AUTO PARTS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be: A&M A/C AUTO PARTS, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be: 4630 East 10th Lane, Hialeah, FL 33013.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares having a par value of One Dollar (\$1.00) per share. Such shares shall be of a single class of common stock.

ARTICLE IV

The name and address of the initial registered agent is: Juan C. Romero, 4630 East 10th Lane, Hialeah, FL 33013.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The corporation shall be managed by a Board of Directors of at least one(1) Director. The Directors shall be elected by the shareholders of the corporation. The name and street address of the person who is to serve as member of the initial Board of Directors is: Juan C. Romero, 4630 East 10th Lane, Hialeah, FL 33013.

ARTICLE VII

The corporation shall have these initial officers to be elected annually by the Board of Directors:

President:	Juan C. Romero
Vice-President:	Elizabeth Romero
Secretary/Treasurer:	Elizabeth Romero

Prepared by: Mary C. Gomez, P.A.
419 W. 49th St., Ste. 219
Hialeah, FL 33012 (305) 556-6800
F.B.N. 63762

ARTICLE VIII

The name and street address of the incorporator to these Articles of Incorporation is: Juan C. Romero, 4630 East 10th Lane, Hialeah, FL 33013.

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19 day of January, 1998.

Juan C. Romero
JUAN C. ROMERO

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, personally appeared, JUAN C. ROMERO, who produced the following identification or is personally known to me, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 19 day of January, 1998, in the aforesaid County and State.

(Seal)

My Commission Expires: _____



Mary C Gomez
My Commission CC599720
Expires November 8, 2000

NOTARY PUBLIC STATE OF FLORIDA
AT LARGE

Prepared by: Mary C. Gomez, P.A.
419 West 49th Street
Suite 219
Hialeah, FL 33012
(305) 556-6800
F.B.N.: 63762

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

PURSUANT TO THE PROVISIONS OF SECTION 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.

FILED STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
JAN 20 AM 8:24

1. The name of the corporation is:

A&M A/C Auto Parts, Inc.

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

Juan C. Romero

(Name)

4630 East 10th Lane

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Hialeah, FL 33013

(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.

Juan C. Romero

(Signature)

1-19-93

(Date)