

P98000039730

**SANTOS RIVERA-OLAN, P.A.**

540 E. HORATIO AVE., STE 200  
MAITLAND, FL. 32751  
(407) 644-5655

August 21, 1997

Department of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, FL 32314

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-04/30/98--01099--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: Auto Parts Brokers, Inc.

Enclosed please find the original and one (1) copy of the articles of incorporation for the above corporation. Also a check in the amount of \$70.00 for the filing fee and the resident agent fee is enclosed. Thank you for your prompt attention and cooperation to this matter.

FROM: SANTOS RIVERA  
540 E. HORATIO AVE., SUITE 200  
MAITLAND, FL. 32751

P.S. Enclosure you'll find a Next Day Air Envelope. Please  
Return ASAP Thanks,

FILED  
98 APR 30 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

83-51-96  
5

**ARTICLES OF INCORPORATION**  
**Auto Parts Brokers, Inc.**

**FILED**  
98 APR 30 PM 2:34  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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

**ARTICLE 1 - NAME**

The name of the Corporation shall be: Auto Parts Brokers, Inc.

The Corporation shall have perpetual existence.

**ARTICLE - III**

The general purpose of the business to be transacted by this Corporation is:

- A. Transacting any or all lawful business for which corporations may be incorporated under Florida Statutes.
- B. To engage in every phase and aspect of the sales of used and new parts for autos, trucks and any other kind of transportation, including but not limited, to the sale, purchase, representation and distribution of machinery and other related services.
- C. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the accomplishment of the corporation purposes.
- D. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furthermore of any of the purposes enumerated in these Articles of Incorporation or any amendment hereof necessary and incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful manner, pursuit necessary or incidental to the accomplishment of the purposes or objects of this corporation.
- E. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

**ARTICLE - IV - PRINCIPAL OFFICE**

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

18609 East Colonial Drive  
Orlando, FL 32820

**ARTICLE - V - CAPITAL STOCK**

This corporation is authorized to have 10,000 shares of \$10.00 par value common stock, which shall be designated common shares.

ARTICLE - VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Ralph E. Fuentes  
9550 S. Ocean Dr.  
Jensen Beach, FL 34957

The registered agent of the corporation may be changed at anytime without an amendment of these Articles.

ARTICLE - VII - INCORPORATOR

The names and street addresses of the incorporators to these Articles of Incorporation are:

Carmen Sottosanti, President  
23 Carrage Cove Way  
Sanford, FL 32773

Ralph E. Fuentes, Treasurer/Secretary  
9550 S. Ocean Dr.  
Jensen Beach, FL 34957

ARTICLE - VIII - DIRECTORS

The business and affairs of the corporation shall be managed by a Board of one or more Directors. The number and composition of which Board shall from time to time be established by the Board of Directors.

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 28th day of April, 1998.

  
Signature/Title

  
Signature/Title

STATE OF FLORIDA  
COUNTY OF ~~ORANGE~~ SEMINOLE

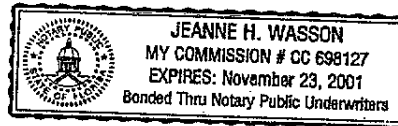
BEFORE ME, the undersigned authority, this day personally appeared Mr. Carmen Sottosanti and Ralph E. Fuentes, and acknowledged that they executed the foregoing Articles of Incorporation.

*Presented FL Drivers License*

WITNESS my hand and official seal this 28th day of April, 1998.

*Jeanne H. Wasson*

Notary Public - State of Florida  
COMM. #  
My commission expires:



CERTIFICATE OF DESIGNATION REGISTERED AGENT AND REGISTERED OFFICE

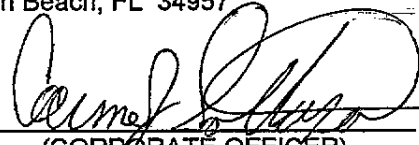
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1 - The name of the corporation is: Auto Parts Brokers, Inc.

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

Ralph E. Fuentes  
9550 S. Ocean Dr.  
Jensen Beach, FL 34957

SIGNATURE

  
(CORPORATE OFFICER)

TITLE

PRESIDENT

DATE

4-28-98

FILED  
98 APR 30 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

SIGNATURE

  
(RESIDENT AGENT)

DATE

04/27/98