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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.
CONTACT: LIDIA FERNANDEZ
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NAME: SOUTH AMERICA PARTS, INC.

AUDIT NUMBER.....H98000008777

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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***CERTIFICATE OF INCORPORATION
OF
SOUTH AMERICA PARTS, INC..***

I, the undersigned, in order to form a corporation under a pursuant to the provisions of the Laws of the State of Florida for the purposes hereafter set forth, hereby subscribe to this Certificate of Incorporation.

**ARTICLE I
NAME OF THE CORPORATION**

The name of the proposed Corporation shall be:

SOUTH AMERICA PARTS, INC..

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be any activity permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 500 shares at no par value.

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which this cooperation will begin business is none.

Prepared by: **CARMEN LUBET CASTANO**
7842 NW 71st. St.
Miami, Fl. 33166
Phone: 305- 471 7766

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ARTICLE V TERM OF EXISTENCE

This corporation is to exit perpetually.

ARTICLE VI PRINCIPAL PLACE OF BUSINESS

The initial street address in this state of the principal office of this corporation is 7842 NW 71st St. Miami, Fl. 33166. The Board of Directors may, from time to time move the principal office to any other address in Florida.

ARTICLE VII DIRECTORS

This corporation shall have initially Three (3 directors). The number of directors may increase or diminished from time to time by-laws adopted by the stockholders.

ARTICLE VIII INITIAL DIRECTORS

The name and street address of the members of the first Board of Directors are:

President

Carmen Lubet Castano	7842 NW 71st. St. Miami, Fl. 33166
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Vice-President -Treasurer

Luis Martinez	7842 NW 71st. St. Miami , Fl. 33166
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Secretary

Gilberto Lopez	7842 NW 71st. St. Miami, Fl. 33166
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**ARTICLE IX
INCORPORATOR**

The name and street address of the person signing these Article of Incorporation as the INCORPORATOR is **Gilberto Lopez**, 7842 NW 71st. St. Miami, Fl. 33166.

**ARTICLE X
REGISTERED AGENT**

The initial designation of the registered office of this corporation shall be 7842 NW 71st. Miami, Fl. 33166.

And the registered agent shall be

Gilberto Lopez.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, at the place designated in these Articles of Incorporation, 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: 

**ARTICLE XI
AMENDMENT**

This Corporation reserves the right to amend any provision of this Articles of Incorporation in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, The undersigned has executed, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this May 5, 1998.


**INCORPORATOR
GILBERTO LOPEZ**

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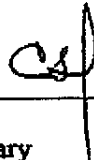
***CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE***

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 designation the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **SOUTH AMERICA PARTS, INC.** The name and address of the registered agent and office is:

Gilberto Lopez, 7842 NW 71st St., Miami, Fl. 33166.

Signature: _____



Title: Secretary

Date: May 5, 1998

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____



Date: May 5, 1998

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