

P98000042981

RAMON REYES, P.A.
TAX AND ACCOUNTING SERVICE

215 W. 56 ST. - INCOME TAX SPECIALIST
HIALEAH, FL. 33012 - SMALL BUSINESS ACCOUNTING
PH. (305) - 822-0669 - INVESTMENT ADVISE

5-6-98.

Secretary of State
Division of Corporation

500002519235--7-
-05/11/98--01138--008
****122.50 ****122.50

Re: QUALITY PARTS MANUFACTURING, INC.

Enclosed please find the original and one copy of Articles of
Incorporation, together with my check in the amount of \$122.50

This represents the cost of Filing Fees, Certified copy of
Articles of Incorporation and Fee for Registered Agent Designation
for the above named corporation.

Very truly yours,

R. Reyes
Ramon Reyes

APPROVED
AND
FILED
98 MAY 11 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAY 13 1998

APPROVED
AND
FILED
98 MAY 11 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
QUALITY PARTS MANUFACTURING, INC.

ARTICLE I

The name of this Corporation shall be:

QUALITY PARTS MANUFACTURING, INC.

ARTICLE II

This corporation may engage in the transaction of any or all lawful business for which a corporation may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The shareholders of this corporation shall have preemptive rights to acquire unissued of treasury shares of the corporation or securities of the Corporation convertible into carrying a right to or acquire shares.

ARTICLE V

This Corporation is to have perpetual existence.

ARTICLE VI

The principal office of this Corporation shall be located at:
8430 N.W. 68 ST. #3, MIAMI, FL. 33166

with the Corporation retaining the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch offices in such other cities or counties as may from time to time be authorized by its Board of Directors.

ARTICLE VII

This corporation shall at all times have at least one (1) Director who shall conduct the business of the Corporation as a Board of Directors. The stockholders of this Corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the Corporation.

ARTICLE VIII

The name and address of the members of the first Board of Directors who shall hold office until the first annual meeting of shareholders and or until their earlier resignation, removal from office, or death are:

PRESIDENT	EDUARDO DE QUESADA	944 S.W. 136 PL. MIAMI, FL. 33184
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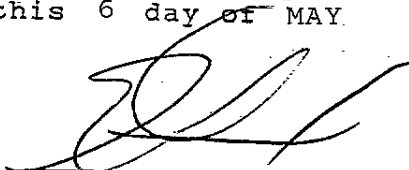
VICE-PRESIDENT/ SECRETARY	ALEJANDRO DE QUESADA	15257 S.W. 46 LN. Apt.F-70 MIAMI, FL. 33185
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ARTICLE IX

The name and address of the incorporators are:

EDUARDO DE QUESADA	944 S.W. 136 PL. MIAMI, FL. 33184
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The by-laws of this Corporation may be created, amended, changed or replaced by either the stockholder or the directors of the Corporation at any duly scheduled special meeting called for that purpose.
The undersigned do hereby subscribe, acknowledge and file these Articles of Incorporation this 6 day of MAY, 1998.



Incorporator

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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: QUALITY PARTS MANUFACTURING, INC.

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

EDUARDO DE QUESADA

944 S.W. 136 PL.

(P. O. BOX NOT ACCEPTABLE)

MIAMI, FL. 33184

(CITY/STATE/ZIP)


SIGNATURE 

(Corporate Officer)

TITLE PRESIDENT

DATE MAY 6, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

(Registered Agent)

DATE MAY 6, 1998

98 MAY 11 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED