

P98000049715

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.
 (Requestor's Name)

3320 S.W. 87th AVENUE
 (Address)

MIAMI, FLORIDA (305)552-5973
 (City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

700002542117--6
 -06/01/98-01048-016
 *****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. GENTRIST PARTS DISTRIBUTOR INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

98 JUN -3 PM 2:56
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

- Walk in
 Pick up time 2.00
 Certified Copy
- Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign <u>le/B</u>
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

98-1242
 RECEIVED
 98 JUN -1 AM 11:24
 DIVISION OF CORPORATION
 R.A. form
 2 days

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 1, 1998

LAZARUS

MIAMI, FL

SUBJECT: GENTRIST PARTS DISTRIBUTOR INC.
Ref. Number: W98000012421

We have received your document for GENTRIST PARTS DISTRIBUTOR INC.. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

The principal office must be identical.(see R.A. Form & Article VII.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 398A00030601

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
GENTRIST PARTS DISTRIBUTOR INC.

We, the undersigned incorporator(s), hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of an incorporation for profit.

ARTICLE I

The name of the corporation shall be:

GENTRIST PARTS DISTRIBUTOR INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the State of Florida and of The United States of America..

ARTICLE III

The maximum shares which the Corporation is authorized to issue and have outstanding at any one time is 60 shares of common stock, which shares shall be no par value.

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which this corporation may begin doing business shall be not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE VI

This existence of the corporation is perpetual.

ARTICLE VII

The initial post office of the principal office of the corporation in the State of Florida is

**14610 SW 168 street
MIAMI, FL 33177**

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not be less than one director. The names and post office addresses of the members of the first Board of Directors, and slate of corporate officers, who subject to the provisions of the Certificate of Incorporation, the By-Laws and the acts of legislature, shall hold office for the first year of the Corporation's existence, or until their successors are elected and shall be duly qualified, are:

Name	Title	Address
Geno Oliveros	President, Treas.	14610 SW 168 Street Miami, FL 33177

ARTICLE IX

The corporation shall have the further right and power to, from time to time, determine whether and to what extend, regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to the inspection of the stockholders, and no stockholders shall have any right of inspections any account book or documents of this Corporation, except as conferred by status unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in its By-laws confers powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Status. Both stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meeting and to have one or more offices, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

ARTICLE X

The Corporation shall have power to purchase or otherwise acquire, directly and/or through ownership of stock in any corporation, all or any part of the business, goodwill, rights, property and assets of any individual, and to pay for the same in cash with the stock of this corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchases, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the laws of the State of Florida, and any Acts amendatory there to; and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

We, the undersigned, being each and all of the original incorporator(s) for the purpose of forming a corporation for profit to do business, subscribe, acknowledge and do respectively agree to abide the Articles as herein stated.

Subscribed at Miami, Miami-Dade County, Florida, this 28th day of May 1998.



Gino Oliveros

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Sections 607.0501 and 607.0505, Florida Statutes, the following is submitted:

GENTRIST PARTS DISTRIBUTOR INC. is qualified to do business under the laws of the State of Florida, with its principal office at: 14610 S.W. 168 Street, Miami, FL. 33177


And has appointed:

Geno Oliveros
14610 SW 168 Street
Miami, FL 33177

As its agent to accept service of process within Florida.

ACKNOWLEDGMENT

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 to act in this capacity and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.



Geno Oliveros

May 28, 1998.

CORPORATION ARTICLES:

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TALLAHASSEE, FLORIDA