

P9800055455

FILED

June 1, 1998.

98 JUN 22 AM 8:42

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

10-15-98

Subject: Parts Express of South Florida, Inc.

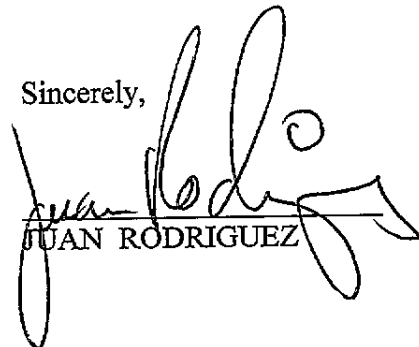
Please find enclosed the Articles of Incorporation for the above corporation and a check
in the amount of : \$122.50

Please send all correspondence to:

1951 N. Powerline Road
Pompano Beach, FL 33069.

100002567491--1
-06/22/98--01040--009
***122.50 ***122.50

Sincerely,


JUAN RODRIGUEZ

MAIL-OUT

P. Hall

JUN 23 1998

RECEIVED
98 JUN 22 AM 10:44
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
Parts Express of South Florida, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, have associated themselves for the purpose of forming a Corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

EFFECTIVE DATE

ARTICLE I NAME

The name of the Corporation shall be: Parts Express of South Florida, Inc.
The effective date of the Corporation shall be June 15, 1998.

6-15-98

ARTICLE II DURATION

The duration of this corporation shall be perpetually or until dissolved by due process of law.

ARTICLE III PURPOSE AND POWERS

This corporation is organized for the transaction of any and all lawful business which corporations may be incorporated under the laws of the State of Florida, as they may amend from time to time, and specifically but not in limitation thereof, the purpose of auto parts sales.

ARTICLE IV PRINCIPAL OFFICE

Principal place of business shall be:

1951 N. Powerline Road
Pompano Beach, FL 33069

Mailing address of business shall be:

1951 N. Powerline Road
Pompano Beach, FL 33069

ARTICLE V INITIAL AGENT AND ADDRESS

The name and address of the initial registered agent is:

Juan Rodriguez
1951 N. Powerline Road
Pompano Beach, FL 33069

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ARTICLE VI BOARD OF DIRECTORS

The initial Board of Directors shall consist of one person, who shall serve until their successors are qualified according to the bylaws, and whose names are:

Name	Address
<u>Juan Rodriguez</u>	<u>1951 N. Powerline Road</u> <u>Pompano Beach, FL 33069</u>

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Juan Rodriguez
1951 N. Powerline Road
Pompano Beach, FL 33069

ARTICLE VIII CAPITAL STOCK

The authorized capital stock of the corporation shall be 5000
The number of Class "A" shares of common voting stock shall be 5000 with a par value of \$1.00.

- A). Capital stock may be issued in consideration for cash, real or personal property, services rendered, promissory notes, cancellation of debts, or any other thing of value of the corporation. The Board of Directors solely shall judge the value of the such property, services, right or thing acquitted in exchange for the capital stock.
- B). The right to notice of and to vote at any meeting of the shareholders of the corporation shall be vested in the holders of Class "A" voting stock. All shares of class "A" stock shall have equal voting rights and one vote per share.
- C). The Board of Directors shall have the sole authority to determine the declaration and payment of dividends.

Articles of Corporation

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ARTICLE IX PREEMPTIVE RIGHTS

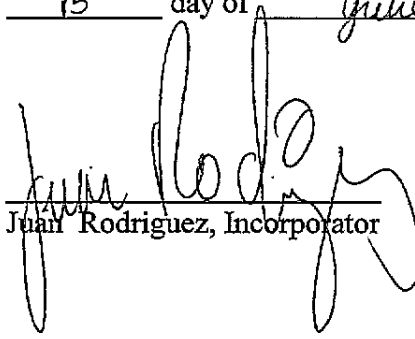
The corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE X OTHER PROVISIONS

- A) No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer of such other corporation.
- B) Upon election of the Board of Directors by the Stockholders, such Board shall manage the business and affairs of the Corporation, without the need of further authorization from the Stockholders, except as provided by law, or otherwise herein.
- C) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now of hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.
- D) The corporation shall indemnify all officers and directors of the corporation to the fullest extent permitted by law.

The undersigned has executed these Articles of Incorporation this

15th day of June, 1998



Juan Rodriguez, Incorporator

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Parts Express of South Florida, Inc.
2. The name and address of the registered agent and office is:

Juan Rodriguez
1951 N. Powerline Road
Pompano Beach, FL 33069

Signature:

Title:

Date:

Juan Rodriguez
PRESIDENT

06/15/98

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:

Juan Rodriguez
06/15/98