

P 98 0000 57530

6/19/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

1:04 PM

((H98000011481 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: J & J PARTS DISTRIBUTORS, INC.

AUDIT NUMBER.....H98000011481

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

CERT. OF STATUS..1

PAGES..... 5

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

FILED
98 JUN 26 AM 7:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESER

JUN 29 1998

3041922-3709

06/26/98 13:03 Florida Department p1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 26, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: PARTS UNLIMITED, INC.
REF: W98000014186

FILED
98 JUN 26 AM 7:40
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ON THE VERY BOTTOM OF THE PAGES THE OLD NAMES STILL APPEARS YOU NEED TO EITHER DELETE THE NAME OR MAKE THE NAME THE SAME WHEREVER IT APPEARS IN THE DOCUMENT.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H98000011481
Letter Number: 998A00034113

FILED
98 JUN 26 AM 7:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
J & J PARTS DISTRIBUTORS, INC.

ARTICLE I. NAME

The name of this corporation shall be J & J PARTS DISTRIBUTORS, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 par value shares of common capital stock.

PREPARED BY:
ANTONIO J. SOTO, III ESQ.
8500 West Flagler Street
Suite A-105
Miami, Fl. 33144
(305) 227-2700
Fla Bar # 302163

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the

shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be 2. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Carlos Jassir, 14840 SW 104 St # 77, Miami, Fl

Lorraine Jassir, 13260 SW 96 Terr, Miami, Fl

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 14840 SW 104 Street, Unit 77, Miami, Florida 33196.


The name of the individual who shall serve as this corporation's initial registered agent at that address is: Carlos Jassir.

ARTICLE X. INCORPORATOR


The name and address of the individual who shall serve as this corporation's incorporator are: Carlos Jassir, 14840 SW 104 Street, Unit 77, Miami, Florida 33196.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Carlos Jassir - Incorporator



Lorraine Jassir - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of J & J PARTS DISTRIBUTORS, INC hereby state that I am familiar with and accept the duties and responsibilities as registered agent for J & J PARTS DITRIBUTORS, INC.



Carlos Jassir - Registered Agent

H98000011481

State Of Florida

County Of Dade

On June 19, 1998, Carlos Jassir, designated above as the individual who shall serve as the corporation's initial registered agent and Carlos Jassir and Lorraine Jassir as incorporators, who are personally known to me, or produced their Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of J & J PARTS DISTRIBUTORS, INC.

Aida Fernandez
Notary Public

Aida Fernandez
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

FILED
98 JUN 26 AM 7:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(SEAL)

