

# P980000068145

**Independent Parts Distributors, Inc.**

5533 NW 84th Avenue  
Miami, Florida 33166

Phone (305) 593-1557  
Fax (305) 477-2857

July 23, 1998

Florida Department of State  
Division of Corporations  
409 E. Gains Street  
Tallahassee, Florida 32399

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-07/31/98--01054--012  
\*\*\*\*122.50 \*\*\*\*122.50

**Re: Articles of Incorporation**

To Whom It May Concern:

Enclosed please find Articles of Incorporation for the above referenced company.  
Please file the enclosed Articles of Incorporation as soon as possible.

Also, enclosed is a check in the amount of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50), representing the requisite filing fee and registered agent designation fee.

Kindly stamp and return the copy of the Articles of Incorporation to the undersigned.

Sincerely,



Sarah Heredia,  
President

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**ARTICLES OF INCORPORATION  
OF  
INDEPENDENT PARTS DISTRIBUTORS, INC.**

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The name of the corporation (hereinafter called the "Corporation") is INDEPENDENT PARTS DISTRIBUTORS, INC.

**SECOND:** The principal office of the corporation shall be located at 5533 NW 84<sup>th</sup> Avenue, Miami, Florida 33166. The mailing address of the corporation is 5533 NW 84<sup>th</sup> Avenue, Miami, Florida 33166.

**THIRD:** The aggregate number of shares which the corporation shall have authority to issue is 1,000, all of which are a par value of \$.01, each and are of the same class as are to be common shares.

**FOURTH:** No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

**FIFTH:** The number of directors constituting the initial Board of Directors of the corporation is 2, which may be increased or decreased by the bylaws.

The names and addresses of the persons who are to serve as members of the initial Board of Directors of the Corporation are as follows:

**NAME**

Sarah Heredia

**ADDRESS**

5533 NW 84<sup>th</sup> Avenue, Miami, Florida 33166.

**NAME**

Jose Luis Ruiz

**ADDRESS**

5533 NW 84<sup>th</sup> Avenue, Miami, Florida 33166.

**SIXTH:** The address of the initial registered agent of the corporation in the State of Florida is SARAH HEREDIA, and the name of the initial registered agent of the corporation at such address is 5533 NW 84<sup>th</sup> Avenue, Miami, Florida 33166.

**SEVENTH:** The name and address of the incorporator is:

**NAME**

Sarah Heredia

**ADDRESS**

5533 NW 84<sup>th</sup> Avenue, Miami, Florida 33166.

**EIGHTH:** The corporation shall, to the fullest extent permitted by the provision of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of heirs, executors and administrators of such a person.

**NINTH:** The corporate existence of the corporation shall commence as of the date and time upon which the incorporator named in these Articles of Incorporation shall have subscribed the same.

Signed on July 23, 1998.



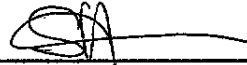
Sarah Heredia  
Incorporator

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as Registered Agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

Sarah Heredia

By:



Sarah Heredia

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