

8/25/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: PAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

PHONE: (305)599-0839

FAX #: (305)716-0346

NAME: CARIBBEAN AUTO PARTS & AUTOS INC.

AUDIT NUMBER.....H98000015847

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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CLERK OF STATE
TALLAHASSEE, FLORIDA

F. CHESSER AUG 26 1998

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98 AUG 25 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION

OF

CARIBBEAN AUTO PARTS & AUTOS INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CARIBBEAN AUTO PARTS & AUTOS INC.

The principal place of business of this corporation shall be:

545 NW. 129 ST.
MIAMI, FLORIDA 33168

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United State, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: $100 \times \$ 10.00 = \$ 1,000.00$

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: Basic Accounting Service
692 W. 29th ST. Suite 9
Hialeah, FL 33012
(305)887-5018

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is(are):

FRANCISCO A. RODRIGUEZ
545 NW. 129 ST.
MIAMI, FL. 33168

DIRECTOR

ENELSIDA M. RODRIGUEZ
545 NW. 129 ST.
MIAMI, FLORIDA 33168

DIRECTOR

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these Article of Incorporation is (are):

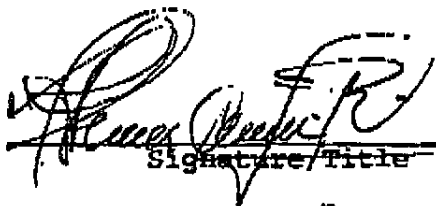
FRANCISCO A. RODRIGUEZ
545 NW. 129 ST.
Miami, Florida 33168

PRESIDENT (50 shares)

ENELSIDA M. RODRIGUEZ
545 NW. 129 ST.
Miami, Florida 33168

SECRETARY & TREASURER (50 shares)

The undersigned has(have) executed these Article of Incorporation this 25 th. day of August, 19 98.



Signature/Title



Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: _____

CARIBBEAN AUTO PARTS & AUTOS INC.

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

is FRANCISCO A. RODRIGUEZ
(Name)

545 NW. 129 ST.

(P. O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33168

(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESI 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 OBLIGATIONS OF MY POSITION AS MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE 08-25-98