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LAW OFFICE OF
BRIAN W. PARISER, P.A.
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September 9, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

RE: Bird Road Bearings & Emporium, Inc.

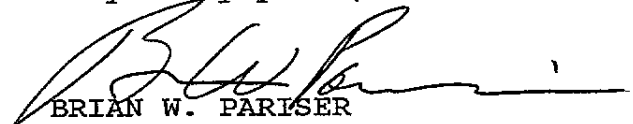
500002637495-4
-09/11/98-01076-007
****122.50 ****122.50

Gentlemen:

Enclosed please find an original plus one of the Articles of Incorporation for the above corporation and check in the amount of \$122.50 for filing and a certified copy.

EFFECTIVE DATE
9-8-98

Very truly yours,


BRIAN W. PARISER
For the Firm

BWP/met
Enclosures

corporation\secystat.ltr

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 11 AM 7:46

B. BROCK SEP 17 1998

ARTICLES OF INCORPORATION

OF

BIRD ROAD BEARINGS & EMPORIUM, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 SEP 11 AM 7:45

The undersigned subscriber to these Articles of Incorporation adopts these Articles to form a corporation under the Florida Business Corporation Act, F.S. Chapter 607, and other laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is:

EFFECTIVE DATE
9-8-98

BIRD ROAD BEARINGS & EMPORIUM, INC.

ARTICLE II: PURPOSE

The general nature of the business or business to be transacted by the corporation shall be:

To engage in any lawful act or activity for which corporations are organized under the Florida Business Corporations Act, Florida Statutes, Chapter 607, and as amended and, in general, to possess and exercise all the powers and privileges granted by the laws of the State of Florida or by these Articles of Incorporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion, or attainment of the business or purposes of the corporation.

In addition, the corporation may invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own real and personal property.

ARTICLE III: TERM OF EXISTENCE AND EFFECTIVE DATE

The corporation shall have perpetual existence commencing September 8, 1998, a date within five days before the date these articles of incorporation are filed with the Department of State of Florida.

ARTICLE IV: CAPITAL STOCK

The capital stock of the corporation shall be one thousand (1,000.00) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

7931 Bird Road
Miami, Florida 33155

ARTICLE VI: INITIAL REGISTERED AGENT AND ADDRESS

The address of the initial registered agent of this corporation is: 7931 Bird Road, Miami, Florida 33155. The name of the initial registered agent at that address is Elsa M. Flothmann.

ARTICLE VII: BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is:

ELSA M. FLOTHMANN

7931 Bird Road
Miami, Florida 33155

ARTICLE VIII: SUBSCRIBER

The name and address of the person signing these Articles of Incorporation is:

ELSA M. FLOTHMANN
5795 SW 39th Street
Miami, Florida 33155

ARTICLE IX: AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

ARTICLE X: INDEMNIFICATION

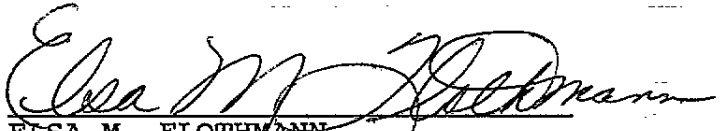
The corporation shall indemnify any person made a part to any action by or in the right of the Corporation to procure a judgment in its favor by reason of their being or having been a director or officer of the Corporation, or any other corporation which they served as such at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by them in connection with the defense or settlement of such action, or in connection with any appeal therein, except in relation to matters as to which such director of

officer is adjudged to have been guilty of negligence or misconduct in the performance of their duty to the Corporation.

The Corporation shall indemnify any person made a party to an action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil, administrative or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity or director or officer of the Corporation, or of any other corporation which they served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any civil, administrative or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that they had reasonable grounds for belief that such action was unlawful.

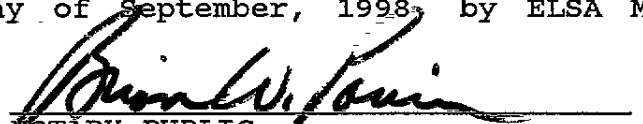
The foregoing indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-laws, agreement, vote of shareholders, or otherwise.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation, in Miami, Florida this 10 day of September, 1998.


ELSA M. FLOTHMANN

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me on the 10 day of September, 1998, by ELSA M. FLOTHMANN.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

(SEAL)

My commission expires:

Personally Known _____

Produced Identification xx
Type Fla. Drivers License




BRIAN W. PARISER
MY COMMISSION # CC442559 EXPIRES
May 1, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT BIRD ROAD BEARINGS & EMPORIUM, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED ELSA M. FLOTHMANN, LOCATED AT 7931 Bird Road, #38, MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

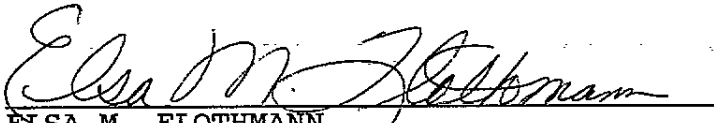

ELSA M. FLOTHMANN

TITLE: President

DATED THIS 10 DAY OF SEPTEMBER, 1998.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE


ELSA M. FLOTHMANN

DATE September 10, 1998.

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 11 AM 7:45