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BENNETT G. FELDMAN

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -7 PM 4:34

December 3, 1998

Secretary of State
Corporate Division
Tallahassee, Florida 32301

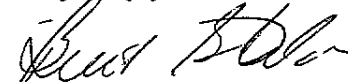
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*****70.00 *****70.00

Re: AUTOPARTS 2 U.COM, INC.

Dear Sir:

I herewith enclose the Articles of Incorporation for the above corporation together with a check in the amount of filing fees of \$70.00. Also enclosed is an extra copy of the Articles which I would appreciate being file stamped and returned to me with the receipt for filing.

Very truly yours,


BENNETT G. FELDMAN

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WS

ARTICLES OF INCORPORATION

OF

AUTOPARTS 2 U.COM, INC.

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The undersigned, hereby forms this corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

AUTOPARTS 2 U.COM, INC.

and its business shall be carried on at any location as may be authorized by its Board of Directors.

ARTICLE II

The general nature of the business of the corporation shall be as follows:

A. To engage in the business of buying and selling, at retail and wholesale, all types of products, including but not limited to those associated with automobiles or other types of transportation.

B. To acquire, lease and otherwise acquire, own, use and dispose of property of all kinds, real, personal and/or mixed, to borrow money and to give security for same, to give mortgages upon assets of this corporation when deemed by the Board of Directors expedient to do so and for the performance of such other things as the Board of Directors may deem necessary for the furtherance of the interests of this corporation and in the exercise of the powers herein enumerated.

C. To do any and all of the things herein set forth to the same extent as natural persons might or could do as principals, agents, contractors or otherwise, and either alone, or in company with others, purchase, hold, and reissue any of the shares of its capital stock. In general, to carry on any other business in connection therewith, whether manufacturing or otherwise not specifically forbidden by the laws of the State of Florida, and with all powers conferred upon corporations by the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which this corporation shall have outstanding at any time shall be Ten Thousand (10,000) having \$1.00 par value per share, each of which shall be issued fully paid and non-assessable and shall be payable in lawful money of the United States of America or in services or property as a just valuation to be fixed by the Directors of the corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial Board of Directors of this corporation shall consist of one (1) member and may be increased or decreased, from time to time by the By-Laws, however, there shall not be less than one director at any time.

ARTICLE VI

The business of the corporation may be conducted by a President, Secretary and Treasurer, and by a Board of Directors mentioned in Article V.

ARTICLE VII

Every director, officer, or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities including counsel fees reasonably incurred by or imposed upon him in connection with any proceedings to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, or employee of the corporation or any settlement thereof made with court approval, whether or not he is a director, officer or employee at the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged to be liable for negligence or misconduct in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors, as well as the court, approves such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors for the first year of existence for the corporation, or until their successors are elected or appointed and have qualified shall be as follows:

Name	Address
Adam Yunis	135 Solano Prado Coral Gables, Fl 33156,

ARTICLE IX

The name and address of the subscriber to this corporation is:

Name	Address
Bennett G. Feldman	2655 Lejeune Road, Suite 508 Coral Gables, Florida 33134

ARTICLE X

The principal office of the corporation shall be 135 Solano Prado, Coral Gables, Fl.
33156.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles
of Incorporation on December 3, 1998.


BENNETT G. FELDMAN

STATE OF FLORIDA)

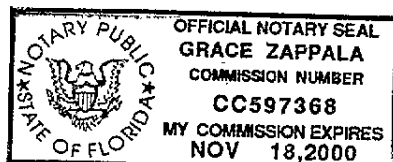
SS

COUNTY OF DADE)

The foregoing instrument was acknowledged before me on December 3, 1998 by
Bennett G. Feldman, who is personally known to me or has produced _____ as identification
and who did take an oath.


NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

AUTOPARTS 2 U.COM, INC.

a Florida corporation, has named

Bennett G. Feldman
2655 Lejeune Road
Suite 508
Coral Gables, Florida 33134

as its agent to accept service of process within this state.

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ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


BENNETT G. FELDMAN

AUTOPARTS 2 U.COM, INC. hereby appoints Bennett G. Feldman to be its registered agent.


BENNETT G. FELDMAN, Subscriber