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Florida Department of State
Division of Corporations
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To: Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

MIAMI ENGINE & PARTS, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION OF
MIAMI ENGINE & PARTS, INC.

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is Miami Engine & Parts, Inc.

ARTICLE TWO

The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE THREE

Corporate existence is perpetual.

ARTICLE FOUR

The corporation shall have the authority to issue 7,500 shares, all in one class, \$0.01 par value.

ARTICLE FIVE

The address of its initial registered agent is 9703 South Dixie Highway, Suite 3J, Miami, Florida 33156. The name of the initial registered agent is Louis David Huss, Esquire. The principal office and mailing office of the corporation is C/O Carlos Nation 1901 Brickell Av. #1806B, Miami, FL 33129.

ARTICLE SIX

The number of directors constituting the initial Board of Directors are two (2), whose name and addresses are:

Carlos Nation
James Nation

1901 Brickell Avenue, #1806B
607 S. Glen Avenue, #607F

Miami, FL 33129
Tampa, FL 33609

Louis David Huss, P.A.
FB #372188

9703 S. Dixie Hwy #3J
Miami, FL 33156
(305) 668-4877

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ARTICLE SEVEN

The name and address of the incorporator is Carlos Nation, 1901 Brickell Avenue, #1806B, Miami, FL 33129 and James Nation, 607 S. Ocean Avenue, #607F, Tampa, FL 33609

ARTICLE EIGHT

Preemptive rights shall be as follows: Subject to the restrictions of the Florida General Corporations Act, the holders of the common stock of the corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of stock of the corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (and issued) shares of common stock held by the holder to all shares of common stock currently authorized (and issued).

DATED THIS 9 DAY OF JUNE, 1999.


Carlos Nation


James Nation

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared James and Carlos Nation who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed to the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal,
at Miami, Miami-Dade County, Florida, this 9 day of June, 1999.


Notary Public, State of Florida
My commission expires:

THIS INSTRUMENT PREPARED BY:

LOUIS DAVID HUSS, ESQUIRE
LOUIS DAVID HUSS, P.A.
9703 South Dixie Highway #31
Miami, Florida 33156 (305-668-4877)(Fax:305-668-8313)



LOUIS DAVID HUSS
COMMISSION # CC737324
EXPIRES JUN 25, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA

Louis David Huss, P.A.
FB #372188

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

In pursuance of Section 48.091, *Fla. Stat.* (1997), the following is submitted in compliance with said Act:

FIRST: Miami Engine & Parts, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Pinecrest, Miami-Dade County, State of Florida, has named LOUIS DAVID HUSS, ESQUIRE, located at 9703 South Dixie Highway #3J, Miami, Florida, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Louis David Huss,
Registered Agent

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