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Zimmerman & Marconi
A Partnership of Professional Associations
13320 SW 128th Street
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305 235-9515 Fax 305 235-1387

June 18, 1999

Secretary of State
Tallahassee, Florida 32301

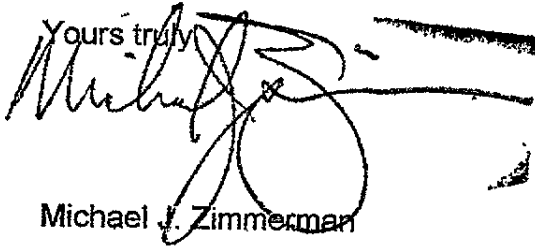
RE: Article of Incorporation
Titan Automotive Core Supply, Inc.

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-06/23/99--01015--005
*****122.50 *****78.75

Dear Sirs:

Enclosed is an original and one copy of the Articles of Incorporation of Titan Automotive Core Supply, Inc., for recording as well as a check in the amount of \$122.50.

Yours truly,



Michael J. Zimmerman

MZ/gf
encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 6/24/99

ARTICLES OF INCORPORATION

OF

TITAN AUTOMOTIVE CORE SUPPLY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby comes to form a corporation under laws of the State of Florida, Florida Statutes 607.001 et. seq., and corporation so formed shall be for profit.

ARTICLE I - NAME, OFFICE & MAILING ADDRESS

The name of the corporation shall be: TITAN AUTOMOTIVE CORE SUPPLY, INC., located at 13070 Cairo Lane, Opa-Locka, Florida 33054.

ARTICLE II - TERM OF EXISTENCE

This corporation is to exist perpetually and shall commence at the time of filing these Articles.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be selling and rebuilding automotive and truck parts within and without the United States; as well as any other business now or in the future lawful in the State of Florida or any other jurisdiction where the corporation transacts business. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or instruments to secure the payment of corporate indebtedness.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, Copyrights trademarks and licenses in the State of Florida and in all other jurisdictions, states and countries. To purchase the assets of other corporations and to engage in the business of that corporation or other business.

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To guarantee, endorse, purchase, hold, sell, transfer, mortgage pledge, or otherwise acquire or dispose of the shares of capital stock of, any bonds, securities, or other evidence of indebtedness created by any corporation of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to have outstanding at any one time onehundred thousand (100,000) shares of stock having a par value of \$1.00 (one dollar) per share, all of the same class.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation shall be: 13070 Cairo Lane, Opa-Locka, Florida 33054.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office upon whom service of process shall be made is: MICHAEL J. ZIMMERMAN, CPA 13320 SW 128th Street, Miami, Florida, 33186.

ARTICLE VII - INITIAL DIRECTORS

This corporation shall have three (3) initial directors. The number of directors may be increased from time to time by the bylaws adopted by the stockholders.

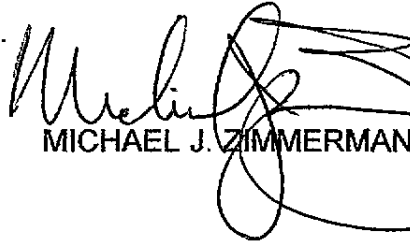
The name and post office address of the first board of directors are: Tim Engels located at 1141 SW 85th Terrace, Pembroke Pines, Florida 33025; Jeff Burton located at 13070 Cairo Lane, Opa-Locka, Florida 33054; and Jose A. Arrango located at 5454 NW 54th Place, Miami, Florida 33178.

ARTICLE VIII - INCORPORATORS

The name and post office address of the incorporator is: MICHAEL J. ZIMMERMAN, CPA 13320 SW 128th Street, Miami, Florida, 33186.

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.


MICHAEL J. ZIMMERMAN

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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STATE OF FLORIDA)
SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this date, before me, a notary public, duly authorized in the county and state aforesaid to take acknowledgments personally appeared MICHAEL J. ZIMMERMAN to me known to be the person described as the incorporator (subscriber) in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

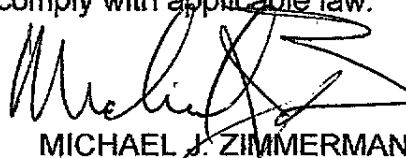
WITNESS my hand and seal in the county and state aforesaid this 18th. day of June, 1999.


NOTARY PUBLIC, State of Florida



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in that capacity and agree to comply with applicable law.


MICHAEL J. ZIMMERMAN