

F95000002821

TRANSMITTAL LETTER

~~CONFIDENTIAL~~

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

700001510307
-06/09/95--01097--012
*****70.00 *****70.00

SUBJECT: Amparts International, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Gerardo N. Gonzalez
(Name of Person)

Amparts Int'l Inc
(Firm/Company)

307 Market St
(Address)

Laredo, TX 78040
(City, State and Zip Code)

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DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

Gerardo "Jerry" Gonzalez at (210) 727 3933
(Name of Person) Area Code & Daytime Telephone Number:

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Amparts International, Inc
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Texas 3. 74-2552077
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 30, 1989 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 15, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. Amparts International, Inc
307 Market St. Laredo, TX 78040
(Current mailing address)

8. Warehousing, storage, and export of heavy duty truck & trailer
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Gerardo N. Gonzalez

Office Address: 6168 NW 74th Ave

Miami, , Florida , 33166
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Gerardo N. Gonzalez
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Rodolfo A. Duemichen

Address: 307 Market St

Laredo, TX 78040

Vice Chairman: _____

Address: _____

Director: G. Patrick Kuzmer

Address: 4109 Fruit Valley Rd

Vancouver, WA 98660

Director: Gregory R. Hatton

Address: 4109 Fruit Valley Rd

Vancouver, WA 98660

B. OFFICERS

President: Rodolfo A. Duemichen

Address: same as above

Vice President: G. Patrick Kuzmer/ Gregory R. Hatton

Address: same as above

Secretary: Gerardo N. Gonzalez

Address: 307 Market St

Laredo, Tx 78040

Treasurer: Gerardo N. Gonzalez

Address: same as above

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Gerardo N. Gonzalez
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gerardo N. Gonzalez
(Typed or printed name and capacity of person signing application)

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The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

AMPARTS INTERNATIONAL, INC.
(CHARTER NO. 1131292-000)

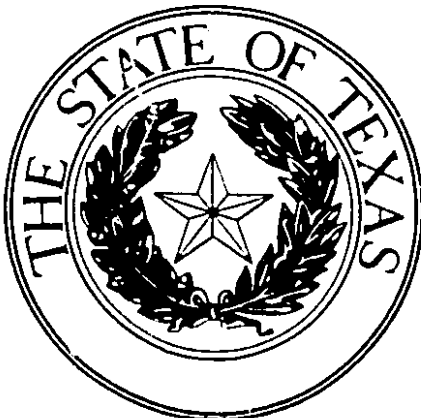
were filed in this office and a certificate of incorporation was issued on

OCTOBER 30, 1989;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on May 15, 1995.*

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MAC

Antonio O. Garza, Jr.
Secretary of State