

402764

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

DISCOUNT AUTO PARTS, INC.

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merger

11/29/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

DAP MANAGEMENT SERVICES CORPORATION, a Florida corporation,
P99000099334

INTO

DISCOUNT AUTO PARTS, INC., a Florida entity, 402764

File date: November 29, 2001

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER
OF
DAP MANAGEMENT SERVICES CORPORATION
AND
DISCOUNT AUTO PARTS, INC.**

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the Florida wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging DAP Management Services Corporation into Discount Auto Parts, Inc., as approved by the Board of Directors of the parent corporation on November 28, 2001.
2. The aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on November 28, 2001.
3. Shareholder approval was not required for the merger.
4. The effective date of the merger herein provided for shall be on November 29, 2001.

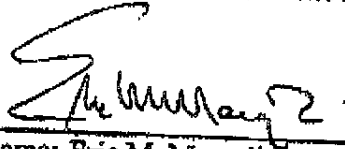
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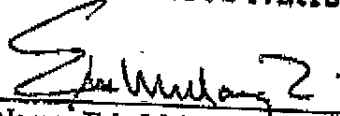
Executed on November 28, 2001

DAP MANAGEMENT SERVICES CORPORATION



Name: Eric M. Margolin
Title: Assistant Secretary

DISCOUNT AUTO PARTS, INC.



Name: Eric M. Margolin
Title: Assistant Secretary

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PLAN OF MERGER

1. Discount Auto Parts, Inc., which is a business corporation of the state of Florida and is the owner of all of the outstanding shares of DAP Management Services Corporation, which is also a business corporation of the State of Florida, hereby merges DAP Management Services Corporation into Discount Auto Parts, Inc. pursuant to the provisions of the Florida Business Corporation Act.

2. The separate existence of DAP Management Services Corporation shall cease at the effective time and date of the merger, and Discount Auto Parts, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

3. The issued shares of DAP Management Services Corporation shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officer officers of Discount Auto Parts, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.