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WOLFE, YOUNG, O'BAKER & COMPANY
Accountants & Tax Consultants

224 Annie Street
ORLANDO, FL 32806
Phone (407) 649-2000
FAX (407) 648-3786

124 Wilshire Blvd.
CASSELBERRY, FL 32707
Phone (407) 339-1210
FAX (407) 339-4205

Reply to: Orlando

December 28, 1994

State of Florida
Department of State
The Capitol
Tallahassee, FL 32304

00000013866800
01/20/95 01010-0001
*****70.00 *****00.00

Re: St. Cloud Auto Parts, Inc.

To Whom It Concerns:


Enclosed please find \$70.00 check for Filing Fees and Registered Agent Designation for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

WOLFE, YOUNG, O'BAKER & COMPANY


Lonnie E. Young

LEY/jaa
Enclosures

cc: Bill Hawkins

FILED
1995 JAN 13 PM 3 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W45000023

502

*need letter Release
Wolfe + Young Law Firm*

CHESSER JAN 15 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 3, 1995

WOLFE YOUNG O'BAKER & CO
224 ANNIE STREET
ORLANDO, FL 32806

SUBJECT: ST. CLOUD AUTO PARTS, INC.
Ref. Number: W9500000023

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for ST. CLOUD AUTO PARTS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 595A00000038

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Reply to: Orlando

January 10, 1995

Ms. Freida Chesser
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **Auto Parts World, Inc.**
Letter Number: 595A00000038

Dear Ms. Chesser:


Enclosed please find revised documents for the proposed incorporation of the above referenced company including two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Please note that time is of the essence in this matter. If possible, please call to let us know the incorporation is complete under this name.

Should you have any questions, please do not hesitate to call this office immediately.

Very truly yours,

WOLFE, YOUNG, O'BAKER & COMPANY


Lonnie E. Young

LEY/jaa
Enclosures

cc: Bill Hawkins

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

AUTO PARTS WORLD, INC.

Article I - Name

The name of the corporation is: AUTO PARTS WORLD, INC.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other State, country, territory or nation.

Article IV - Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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TALLAHASSEE, FLORIDA

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 3505 13th Street, St. Cloud, FL 32769 and the name of the initial registered agent of this corporation at that address is: Bill Hawkins.

Article VII - Initial Board of Directors

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The names and addresses of the Initial Directors are: Bill Hawkins and James Chamblin, both at 3505 13th Street, St. Cloud, FL 32769.

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Bill Hawkins, at 3505 13th Street, St. Cloud, FL 32769.

Article IX - Initial Officers

The names and addresses of initial officers shall be Bill Hawkins, 3505 13th Street, St. Cloud, FL 32769
President, Secretary and Treasurer.

Article X - By-Laws

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the bylaws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 27
day of DECEMBER, A.D., 1994.

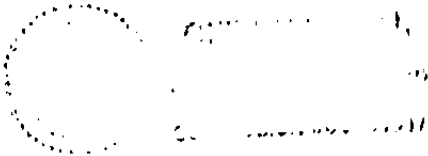

Bill Hawkins -Incorporator

STATE of FLORIDA
COUNTY OF Volusia

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, Bill Hawkins, well-known to me, who, after first being duly sworn by me, deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are all true, accurate and correct.

Bill Hawkins
Bill Hawkins

SWORN and SUBSCRIBED to before me this 27th day of December, A.D., 1994.



Kim Barabe
Notary Public, State of Florida
AT LARGE
Personally known to me

My Commission Expires: (N.P. Seal)

State of Florida
Department of State

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

The following is submitted in compliance with Section 48.091, Florida Statutes.

AUTO PARTS WORLD, INC. corporation organized under the laws of the State of Florida, with
its principal office at: 3505 13th Street, St. Cloud, FL 32769 has named Bill Hawkins of 3505
13th Street, St. Cloud, FL 32769 as its Agent to accept service of process within this State.

AUTO PARTS WORLD, INC.

is

BY: Bill Hawkins
Bill Hawkins, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the
designated place in this Certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.

Bill Hawkins
Bill Hawkins, Resident Agent