

Daryl K. Nedelisky

Attorney and Counselor
at Law

1650 Northwest 38th Avenue

Ocala, Florida 34482

352-840-0020

Fax 352-620-0377

P97000014988

December 9, 1996

300002027433--5

-12/12/96--01071--012

****122.50 ****122.50

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Global ^{PARTS} Industries, Inc.

Dear Sir/Madam:

Enclosed please find for filing with the Secretary of State the Articles of Incorporation for the above named entity and the filing fee of \$122.50. It is my understanding that your office will certify and return the enclosed photocopy of said articles directly to my attention.

If you have questions concerning the enclosed, please let me know. Thank you for your assistance in this regard.

Sincerely,

Daryl K. Nedelisky

Daryl K. Nedelisky

FILED
97 FEB 17 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DKN/
Enclosure

W-26288
KR 12-13
2.17.97

Daryl K. Nedelisky

Attorney and Counselor
at Law

1650 Northwest 38th Avenue
Ocala, Florida 34482
352-840-0020
Fax 352-620-0377

February 12, 1997

Secretary of State
Division of Corporations
Attention: Kimberly Rolfe
Post Office Box 6327
Tallahassee, Florida 32314


Re: Global Parts Industries, Inc.

Dear Ms. Rolfe:

In accordance with our telephone conference of this date, enclosed please find for filing with the Secretary of State the Articles of Incorporation for the above named entity. You indicated in our telephone conference that the filing fee of \$122.50 is still available. It is my understanding that your office will certify and return the enclosed photocopy of said articles directly to my attention.

If you have questions concerning the enclosed, please let me know. Thank you again for your assistance.

Sincerely,



Daryl K. Nedelisky

DKN/
Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 13, 1996

DARYL K NEDELISKY, ESQ
1650 NORTHWEST 38TH AVE
OCALA, FL 34482

SUBJECT: GLOBAL INDUSTRIES, INC.
Ref. Number: W96000026288

We have received your document for GLOBAL INDUSTRIES, INC. and your check(s) totaling \$122.50. 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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 496A00055847

ARTICLES OF INCORPORATION
OF
GLOBAL PARTS INDUSTRIES, INC.

FILED
97 FEB 17 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name. The name of this corporation is GLOBAL PARTS INDUSTRIES, INC.

ARTICLE II

Business and Activities. This corporation may, and is organized and authorized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This corporation shall have a perpetual existence.

ARTICLE V

Initial Principal Office. The street and mailing address of the initial principal office of this corporation is 1690 Northwest 38th Avenue, Post Office Box 5086, Ocala, Florida 34478.

ARTICLE VI

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 1650 Northwest 38th Avenue, Ocala, Florida 34482, and the name of the initial registered agent of this corporation at that address is Daryl K. Nedelisky, Esquire.

ARTICLE XI

Lost or Destroyed Certificates Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this corporation.

ARTICLE XII

Amendment. These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII

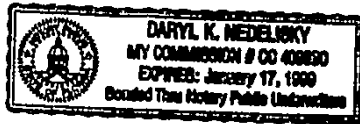
Indemnification. The corporation shall indemnify, or advance reasonable expenses to, to the fullest extent authorized of permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the corporation; (ii) is or was serving at the request of the corporation as a director of another corporation; (iii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iv) is or was serving at the request of the corporation as an officer of another corporation, provided that he is or was at the time a director of the corporation or a director of such other corporation, serving at the request of the corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, the undersigned do set their hands and seals and have acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 10 day of February, 1997.

Mark S. Raney (SEAL)

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me on the 10 day of February, 1997 by Mark S. Raney, who is personally known to me or has produced _____ as identification and who did/did not take an oath.



Daryl K. Nedelnsky
Notary Public
Name of Notary Public:
Commission Number:

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent for GLOBAL PARTS INDUSTRIES, INC., I hereby accept the designation and agree to act as the Registered Agent of said corporation.

Dated February 10, 1997.

Daryl K. Nedelnsky

FILED
97 FEB 17 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA