

402764

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MERGER OR SHARE EXCHANGE

DISCOUNT AUTO PARTS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

Merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

DISCOUNT AUTO PARTS DISTRIBUTION CENTER, INC., a Mississippi corporation not qualified to transact business in the State of Florida.

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
DISCOUNT AUTO PARTS DISTRIBUTION CENTER, INC.
AND
DISCOUNT AUTO PARTS, INC.**

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To the Department of State
State of Florida

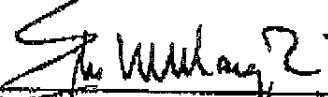
Pursuant to the provisions of the Florida Business Corporation act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging Discount Auto Parts Distribution Center, Inc. into Discount Auto Parts, Inc., as approved by the Board of Directors of the parent corporation on November 28, 2001.
2. The merger of Discount Auto Parts Distribution Center, Inc. with and into Discount Auto Parts, Inc. is permitted by the laws of the jurisdiction of organization of Discount Auto Parts Distribution Center, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the board of Directors of Discount Auto Parts Distribution Center, Inc. was November 28, 2001.
3. As to Discount Auto Parts, Inc., the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on November 28, 2001.
4. Shareholder approval was not required for the merger.
5. The effective date of the merger herein provided for the State of Florida shall be on November 29, 2001.

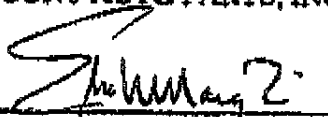
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Executed on November 28, 2001

DISCOUNT AUTO PARTS DISTRIBUTION
CENTER, INC.

By: 
Name: Eric M. Margolin
Capacity: Assistant Secretary

DISCOUNT AUTO PARTS, INC.

By: 
Name: Eric M. Margolin
Capacity: 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 Discount Auto Parts Distribution Center, Inc., which is a business corporation of the State of Mississippi, hereby merges Discount Auto Parts Distribution Center, Inc. into Discount Auto Parts, Inc. pursuant to the provisions of the laws of the State of Mississippi and pursuant to the provisions of the Florida Business Corporation Act.

2. The separate existence of Discount Auto Parts Distribution Center, Inc. shall cease at the effective time and the date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; 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 Discount Auto Parts Distribution Center, Inc. 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 officers of Discount Auto Parts, Inc. are hereby authorized, empowered, and directed to do nay 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.

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