

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of MICHAEL AUTO PARTS INCORPORATED, a corporation organized under the laws of the State of Florida, filed on January 1, 1949, as shown by the records of this office.

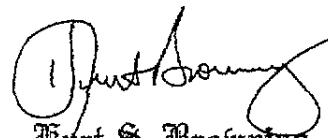
The document number of this corporation is 156695.

800248049348

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Fourth day of March, 2011



CR2EO22 (01-07)


Kurt S. Browning
Secretary of State

MICHAEL AUTO PARTS, INCORPORATED
ORLANDO, FLORIDA

CERTIFICATE OF INCORPORATION

We, the undersigned persons do hereby associate ourselves together for the purpose of forming a Corporation, and to that end do hereby certify to the facts hereinafter set forth.

-I-

The name of the proposed Corporation shall be -

MICHAEL AUTO PARTS, INCORPORATED
1300 South Orange Blossom Trail
Orlando, Florida

-II-

The general nature of the business to be transacted by said Corporation is to deal in new and used automobiles; new and used auto parts; servicing and maintaining a repair department; dismantling and wreching damaged or destroyed automobiles, trucks or trailers and disposing of such scrap metal and parts as shall be salvageable from same; and do and perform such other acts as are permitted said Corporation under and by virtue of the general powers conferred upon the incorporated companies by the laws of the State of Florida.

-III-

The Capital Stock of said Corporation shall be Five Hundred Shares (500) of Common Stock of no par value, said stock to be paid for in cash, real, personal or mixed property, or labor and services at a valuation to be fixed by the Board of Directors.

-IV-

The amount of Capital with which said Corporation shall begin business is Twenty-Two Thousand (\$22,000.00) Dollars, payable in cash.

-V-

Said Corporation shall have perpetual existence.

-VI-

The principal office of said Corporation is to be located in the City of Orlando, Orange County, Florida, at 1300 South Orange Blossom Trail.

-VII-

The number of directors by which the business of the Corporation shall be conducted shall, at no time, be less than three (3) nor more than five (5).

-VIII-

The first Board of Directors of the Corporation, shall hold office until the first annual meeting of the stockholders, or until their successors are elected and have qualified, shall be composed of L. B. Michael, Jr., President; Jack Sweetman, Vice-President; Bertha M. Sweetman, Secretary and Treasurer, all of Orlando, Orange County, Florida.

-IX-

The subscribers to this Certificate of Incorporation, and the number of shares which each agrees to purchase, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
L. B. Michael, Jr.	1316 East Gore Ave. Orlando, Florida	100
Jack Sweetman	1241 Munster Ave. Orlando, Florida	100
Bertha M. Sweetman	1241 Munster Ave. Orlando, Florida	10
Doris H. Michael	1316 East Gore Ave. Orlando, Florida	10

-X-

The Board of Directors shall constitute the governing body of said Corporation, with full power and authority to adopt by-laws and to transact any and all of the business of said Corporation, or to delegate such authority as they may deem expedient to any person or persons whom they may select; PROVIDED, that the general manner and method of purchasing, holding, handling and disposing of the property of the Corporation shall be first authorized by a majority of the stockholders.

All detail of plan or system for the conduct of the business of the Corporation, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates, shall be set forth in the by-laws, and all business transacted or actions taken by said Board of Directors shall be in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, we, the undersigned, have hereunto subscribed our names and affixed our seals this 11th day of December, A. D., 1948.

L. B. Michael, Jr. (SEAL)

Jack Sweetman (SEAL)

Bertha M. Sweetman (SEAL)

Doris H. Michael (SEAL)

STATE OF FLORIDA)

COUNTY OF ORANGE)

On this day personally appeared before me, the undersigned subscribing officer, authorized to administer oaths and take acknowledgments of deeds in the State of Florida, L. B. Michael, Jr., Jack Sweetman, Bertha M. Sweetman and Doris H. Michael, severally known to me as the individuals described in and who executed the foregoing Certificate of Incorporation, and severally acknowledged that they subscribed the said Certificate of Incorporation for the uses and purposes therein set forth; WHEREFORE, it is prayed that the same may be filed in the Office of the Secretary of State at Tallahassee, Florida.

WITNESS my hand and official seal at Orlando, in said County and State, this 11th day of December, A. D., 1948.