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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Partsource, Inc.
(Name of corporation - must include suffix)

FILED IN STATE
SECRETARY OF CORPORATIONS
00 FEB 28 PM 1:00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Michael A Mitchell
(Name of Person)
Partsource, Inc d/b/a RPM Group
(Firm/Company)
111 East Virginia Ave
(Address)
Vinton VA 24179
(City/State/Zip)

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*****70.00 *****70.00

Should you need to call someone concerning this matter, please call:

Michael Mitchell at (540) 985-0776
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Partsource, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Virginia
(State or country under the law of which it is incorporated)
3. 54 1510612
(FEI number, if applicable)
4. 7/3/1989
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 12/14/99
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 111 East Virginia Ave
Vinton VA 24179
(Current mailing address)
8. Outside Marketing Representative
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: STEPHEN E. NAGIN
Office Address: NAGIN, GALLOP & FIGUEREDO, P.A.
3225 AVIATION AVENUE, Florida,
MIAMI, FLORIDA 33133-4741 (Zip Code)
10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Stephen E. Nagin
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 28 PM 1:00

A. DIRECTORS (Street address only - P.O. Box NOT acceptable) - see addendum

Chairman: David Stein

Address: 2512 Quakertown Road
Pennsburg, PA 18073

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

STATE OF PENNSYLVANIA
 DIVISION OF CORPORATIONS
 20 FEB 28 PM 1:00

B. OFFICERS (Street address only - P.O. Box NOT acceptable) - see addendum

President: David Stein

Address: 2512 Quakertown Road
Pennsburg PA 18073

Vice President: Rick Frank

Address: 75 South Beeson St
Uniontown, PA 15401

Secretary: Dr. Salvo

Address: 14 Back River Neck Road
Essex, MD 21221

Treasurer: Don Poole

Address: 215 A Cleghorn St
Fitchburg, MA 01420

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]
 (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael A Mitchell Executive Director
 (Typed or printed name and capacity of person signing application)

12-A: DIRECTORS



BOARD OF DIRECTORS

Member	Key Contacts	Ext	Address	Phone / Fax / E-Mail
ACADEMY	TERRY LEVINE		748 BEDFORD ROAD BEDFORD HILLS NY 10507	914 / 666 - 914 / 666 - 0043
ALL-CAR	LES CIGEL	203	N2440 HWY. 45 SOUTH ANTIGO WI 54409	715 / 623 - 715 / 623 - 7239 allcar00@networth.net
CAR PARTS	BOB GETZ		RT. 206 & SHERMAN AVE. RARITAN NJ 08869	908 / 526 - 908 / 526 - 9258 richt@carpartsinc.com
CONSUMER	DON POOLE		215A CLEGHORN STREET FITCHBURG MA 01420	978 / 345 - 978 / 345 - 6798 cap1034@aol.com
FRANK'S	RICK FRANK		75 S. BEESON BLVD. UNIONTOWN PA 15401	724 / 430 - 724 / 438 - 5990 shop@autosupermarket.com
GATEWAY AUTO	DICK ATWOOD		4404 MATLOCK ROAD ARLINGTON TX 76018	817 / 465 - 817 / 465 - 1500
KNECHT'S	GREG KNECHT		3400 MAIN STREET SPRINGFIELD OR 97478	541 / 746 - 541 / 746 - 0884
LAPPEN'S	ED LAPPEN	206	P.O. BOX 470 QUINCY MA 02269	617 / 471 - 617 / 471 - 7140 mlappen@aol.com
NATIONAL	DAVID STEIN	208	2512 QUAKERTOWN ROAD PENNSBURG PA 18073	215 / 679 - 215 / 679 - 5836 fitp@erols.com
ONE STOP	JIM MAY		1916 WANTAGH AVE. WANTAGH NY 11793	516 / 785 - 516 / 785 - 2872
SALVO	DRU SALVO CHUCK SARCHI	126	14 BACK RIVER NECK ROAD ESSEX MD 21221 LEWISTON ME 04240	410 / 682 - 410 / 391 - 5997 DSalvo1936@aol.com vipauto@aol.com

12-B: OFFICERS

Vice President Les Cigel, N2440 HWY 45 South, Antigo, WI, 54409

Executive Director: Michael A. Mitchell, 111 E Virginia Ave, Vinton, VA 24179

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 28 PM 1:00

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

PARTSOURCE, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is July 03, 1989.

Nothing more is hereby certified.

FILED
CLERK OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 FEB 28 PM 1:00

*Signed and Sealed at Richmond on this Date:
February 10, 2000*



Joel H. Peck

Joel H. Peck, Clerk of the Commission