

ACCOUNT NO.

: 072100000032

REFERENCE: 717144 4310192

200003317533

AUTHORIZATION

ORDER DATE: June 1, 2000

ORDER TIME: 2:45 PM

ORDER NO. : 717144-045

CUSTOMER NO: 4310192

CUSTOMER: Ms. Stacie Mannos

Wilson Sonsini Goodrich &

650 Page Mill Rd.

Palo Alto, CA 94304-1050

FOREIGN FILINGS

PARTSAMERICA.COM, INC.

XXXX QUALIFICATION (TYPE: CO)

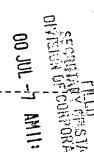
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

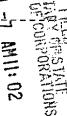
CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom





## APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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.

• PartsAmer	ica.com, Inc.	-
(Name of corp words or abbre	poration; must include the word "INCORPORATED", "Coeviations of like import in language as will clearly indicate or partnership if not so contained in the name at present.)	COMPANY", "CORPORATION" or that it is a corporation instead of a
2. Delaware	· - · · 3.	95-4779185
	try under the law of which it is incorporated)	(FEI number, if applicable)
4. January	24, 2000 5. Perpetual	(FEI number, if applicable)  Year corp. will cease to exist or "perpetual")
(D	Date of incorporation) (Duration:	Year corp. will cease to exist or "perpetual")
6. Upon Qual		· <del></del>
(Date fir	rst transacted business in Florida.) (SEE SECTIONS 60	7.1501, 607.1502 and 817.155, F.S.)
7. Suite 910	, 11111 Santa Monica Boulevard	<u> </u>
Los Angel	es, CA 90025	
	(Current mailing address)	
To engage related i 8. be organi	e in internet commerce including sale tems. To engage in any act or activit zed.	of automotive parts and y for which corporations may
(Purpos	se(s) of corporation authorized in home state or country	to be carried out in state of Florida)
9. Name and s	street address of Florida registered agent: (P.O.	. Box or Mail Drop Box NOT acceptable)
<b>7</b>		• •
Name:	Corporation Service Company	
Office Address:	1201 Hays Street	
	Tallahassee	, Florida, 32301 (Zip code)
10. Registered	d agent's acceptance:	
this application, with the provisio the obligations o	I hereby accept the appointment as registered agent and ons of all statutes relative to the proper and complete per of my position as registered agent.  Corporation Service Company  By:  (Registered agent's signature of the proper and complete per of my position as registered agent.  (Registered agent's signature of the proper and complete per of my position as registered agent.  (Registered agent's signature of the proper and complete per of my position as registered agent.	ident
11. Attached is a Department of Si	a certificate of existence duly authenticated, not more that	an 90 days prior to delivery of this application to the stody of corporate records in the jurisdiction under the law of

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

which it is incorporated.

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)	
Chairman: See attached officers/directors rider	<u> </u>
Address:	8 93
	( 97.)
Vice Chairman:	<u> </u>
Address:	<b>19</b> %
Address.	02 Ox
Director:	*
Address:	
Director:	- · ·
Address:	
B. OFFICERS (Street address only - P.O. Box NOT acceptable)  President: See attached officers/directors rider	<u> </u>
Address:	
Vice President:	· · · · · · · · · · · · · · · · · · ·
Address:	<del></del>
Secretary:	
Address:	
Treasurer:	
Address:	
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or dire	ctors.
R: Justant	
13. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the applicat	tion)
λ <sup>-</sup> 7.	
(Typed or printed name and capacity of person signing application)	

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## OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

PartsAmerica.com, Inc.

Title: Assistant Secretary

**List of Officers** 

Name: Brian McDermott Title: President

Bus. Addr.: 11111 Santa Monica Blvd., Los Angeles, CA 90025

Name: Mark J. Casper

Bus. Addr.: 650 Page Mill Road, Palo Alto, CA 94304

<u>List of Directors</u>

Name: Maynard L. Jenkins Term: Dec 31, 2001 Bus. Addr.: c/o CSK Auto, Inc. 645 E. Missouri Avenue, Phoenix, AZ 85012

Name: James G. Bazlen Term: Dec 31, 2001

Bus. Addr.: c/o CSK Auto, Inc. 645 E. Missouri Avenue, Phoenix, AZ 85012

Name: Jimmie L. Wade Term: Dec 31, 2001 Bus. Addr.: c/o Advance Auto Parts 5673 Airport Road, Roanoke, VA 24012

Name: Mark J. Doran Term: Dec 31, 2001

Bus. Addr.: c/o Freeman Spogli & Company 599 Lexington Avenue, 18th Flr, New York,

NY 10022

Name: Tom Stephenson Term: Dec 31, 2001 Bus. Addr.: c/o Sequoia Capital 3000 Sand Hill Road, Menlo Park, CA 94025

## State of Delaware

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## Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "PARTSAMERICA.COM, INC." IS DOLY
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS, IN
GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE
RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF JUNE, A.D.
2000:

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

Edward J. Freel, Secretary of State

AUTHENTICATION:

0473611

DATE:

06-02-00

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