



F00000003832

ACCOUNT NO. : 072100000032

REFERENCE : 717144 4310192

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizeto

ORDER DATE : June 1, 2000

ORDER TIME : 2:45 PM

ORDER NO. : 717144-045

300003317533-19

CUSTOMER NO: 4310192

CUSTOMER: Ms. Stacie Mannos
Wilson Sonsini Goodrich &
650 Page Mill Rd.

Palo Alto, CA 94304-1050

FOREIGN FILINGS

NAME: PARTSAMERICA.COM, INC.

B

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -7 AM 11:02

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

7/17

CONTACT PERSON: Tamara Odom

RECEIVED
00 JUL -7 PM 4:50
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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.*

1. PartsAmerica.com, 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. Delaware

(State or country under the law of which it is incorporated)

3. 95-4779185

(FEI number, if applicable)

4. January 24, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Suite 910, 11111 Santa Monica Boulevard

Los Angeles, CA 90025

(Current mailing address)

To engage in internet commerce including sale of automotive parts and related items. To engage in any act or activity for which corporations may

8. be organized.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Corporation Service Company
By: Bobbie Hall
(Registered agent's signature)

Bobbie Hall, Assistant Vice President

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)

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CORPORATIONS
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AM 11:02

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 

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

14. Brian McDermott, President

(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

PartsAmerica.com, Inc.

List of Officers

Name: Brian McDermott **Title:** President
Bus. Addr.: 11111 Santa Monica Blvd., Los Angeles, CA 90025

Name: Mark J. Casper **Title:** Assistant Secretary
Bus. Addr.: 650 Page Mill Road, Palo Alto, CA 94304

List of Directors

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

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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 DULY 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. 2000:

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



Edward J. Freel, Secretary of State

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AUTHENTICATION:

0473611

DATE:

06-02-00