00000005476 **CORPORATION**

ACCOUNT NO.

: 072100000032

REFERENCE: 848919 4370691

AUTHORIZATION

COST LIMIT

ORDER DATE : September 29, 2000

ORDER TIME :

9:39 AM

ORDER NO. : 848919-160

CUSTOMER NO: 4370691

CUSTOMER:

Mr. Charles E. Garrison

General Parts, Inc 2635 Millbrook Road

100003410951--1

Raleigh, NC 27604

FOREIGN FILINGS

CARQUEST AUTO PARTS OF

STUART FL, INC.

QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull

TRANSMITTAL LETTER

Co: Qualification/Tax Lien Section Division of Corporations	SECOLO DE LA COLOR	
SUBJECT: CARQUEST Auto Parts of Stuart FL, In	no. <u>20</u> 2	
(Name of corporation - mus	st include suffix)	
Dear Sir or Madam:	st include suffix) orization to Transact Business in Floriday r the above referenced foreign corporation	
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:		
Ritchie W. Taylor		
(Name of Person)		
Manning, Fulton & Skinner, P.A.		
(Firm/Company)		
P.O. Box 20389		
(Address)		
Raleigh, North Carolina 27619-0389		
(City/State/Zip)		
Should you need to call someone concerning this matter, please call:		
Ritchie W. Taylor at (919) 7	87-8880	
(Name of Person) (Area Code & Daytime Telephone Number)		
STREET ADDRESS: MA	AILING ADDRESS:	
	alification/Tax Lien Section	
Division of Corporations Div	vision of Corporations). Box 6327	
409 L. Gamos ou	Ilahassee, FL 32314	
Enclosed is a check for the following amount:		
1 1 10 10 10 11 11 11 12 1 00 ab 4 · 0 · · · · · · · · · · · · · · · · ·	3.75 Filing Fee & S87.50 Filing Fee, Certificate of Status & Certified Copy	

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMIT REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA. CARQUEST Auto Parts of Stuart FL, 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.) North Carolina (State or country under the law of which it is incorporated) (FEI number, if applicable) (Duration: Year corp. will cease to exist or "perpetual") 6. Will begin transacting business after application is approved. (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) P.O. Box 26006 Raleigh, NC 27611 (Current mailing address) Wholesale and retail sales of automotive parts and supplies and any other lawful business. (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) Corporation Service Company Name: 1201 Hays Street Office Address: Tallahassee 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/ BRIAN COURTNEY, ASST. V.P.

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

which it is incorporated. /

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

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)	
Chairman: See attached officers/directors rider	Q
Address:	建 岛 有 T
Address:	
	0 8 33
Vice Chairman:	7.00
Address:	是吊 玉
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:	
NOTE: If necessary, you have attach an addendum to the application listing additional of	officers and/or directors.
13. (Signature of Chairman, Vice Chairman, or any officer listed in number	er 12 of the application)
14. Charles E. Garrison, Secretary	
(Typed or printed name and capacity of person signi	ng application)

ATTACHMENT OF OFFICERS AND DIRECTORS

Wayne D. Lavrack, President William D. Kuykendall, Vice President Charles E. Garrison, Secretary William D. Kuykendall, Treas/Asst. Sec.

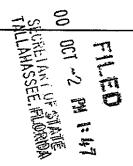
Frederic S. Kotcher, Director Wayne D. Lavrack, Director Charles E. Garrison, Director 2635 Millbrook Road, Raleigh, North Carolina 27604 2635 Millbrook Road, Raleigh, North Carolina 27604 2635 Millbrook Road, Raleigh, North Carolina 27604 2635 Millbrook Road, Raleigh, North Carolina 27604

2635 Millbrook Road, Raleigh, North Carolina 27604 2635 Millbrook Road, Raleigh, North Carolina 27604 2635 Millbrook Road, Raleigh, North Carolina 27604



Department of The Secretary of State

CERTIFICATE OF EXISTENCE

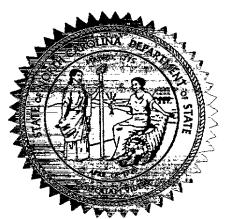


I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

CARQUEST AUTO PARTS OF STUART FL, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 8th day of September, 2000, with its period of duration being Perpetual.

I FURTHER certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 18th day of September, 2000.

Elaine J. Marshall

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Secretary of State