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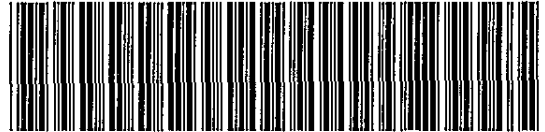
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ACCOUNT NO. : 072100000032
REFERENCE : 813655 4370691
AUTHORIZATION : *Patricia Pizato*
COST LIMIT : \$ 70.00

ORDER DATE : November 8, 2002
ORDER TIME : 2:25 PM
ORDER NO. : 813655-085
CUSTOMER NO: 4370691
CUSTOMER: Mr. Charles E. Garrison
General Parts, Inc
2635 Millbrook Road
Raleigh, NC 27604

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FOREIGN FILINGS

NAME: VARPARAISO FL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER: _____

**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. VALPARAISO 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.)
2. North Carolina 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 9, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2635 E. Millbrook Road, Raleigh, NC 27604
(Principal office address)
Charles E. Garrison, PO Box 26006, Raleigh, NC 27611
(Current mailing address)
8. The wholesale and retail sales and distribution of aftermarket automotive parts
(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
(City) (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

Cynthia L. Harris

(Registered agent's signature)

Cynthia L. Harris
as its agent

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Charles E. Garrison, Secretary

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

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**ATTACHED TEXT
OF
OFFICERS AND DIRECTORS**

Wayne D. Lavrack, President	2635 Millbrook Road, Raleigh, North Carolina 27604
William D. Kuykendall, Vice President	2635 Millbrook Road, Raleigh, North Carolina 27604
John W. Gardner, Vice President	2635 Millbrook Road, Raleigh, North Carolina 27604
Richard B. Guirlinger, Treasurer	2635 Millbrook Road, Raleigh, North Carolina 27604
Charles E. Garrison, Secretary	2635 Millbrook Road, Raleigh, North Carolina 27604
J. Hines Johnson III, Asst. Secretary	2635 Millbrook Road, Raleigh, North Carolina 27604

Wayne D. Lavrack, Director	2635 Millbrook Road, Raleigh, North Carolina 27604
John W. Gardner, Director	2635 Millbrook Road, Raleigh, North Carolina 27604
Charles E. Garrison, Director	2635 Millbrook Road, Raleigh, North Carolina 27604

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NORTH CAROLINA

Department of The Secretary of State

CERTIFICATE OF EXISTENCE

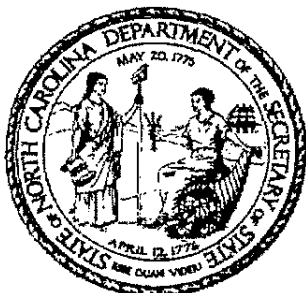
I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

VALPARAISO FL, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 9th day of October, 2002, 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.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 21st day of October, 2002.

Elaine F. Marshall
Secretary of State