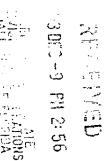
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ACCOUNT NO. : 072100000032 REFERENCE : 311239 4370691 AUTHORIZATION : ORDER DATE: November 6, 2003 ORDER TIME : 2:17 PM ORDER NO. : 311239-015 CUSTOMER NO: 4370691 CUSTOMER: Mr. Charles E. Garrison General Parts, Inc 2635 Millbrook Road Raleigh, NC 27604 FOREIGN FILINGS NAME: GULF BREEZE FL, INC. XXXX QUALIFICATION (TYPE: CO) _ PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: XX CERTIFICATE OF GOOD STANDING CONTACT PERSON: Kimberly Moret - EXT# 1149

EXAMINER:

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

N COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO SEGISTER A POREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO SEGISTER A POREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO SEGISTER A POREIGN CORPORATION, "Inc.," "Co.," "Corp." "Inc.," "Corp.," "Inc.," "Corp., "Inc		BUSINE	(D)	IN ELUKIDA	77	12 B	//
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp." "Inc.," "Co," or "Corp.") GULF BREEZE FL CAPITAL, INC. (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida) North Carolina State or country under the law of which it is incorporated) (State or country under the law of which it is incorporated) (Due of incorporation) (Date of incorporation) (Date of incorporation) (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.) 2635 E. Millbrook Road, Raleigh, NC 27604 (Principal office address) PO Box 26006, Raleigh, NC 27611 (Current mailing address) Mholesale and retail sale of aftermarket automotive parts (Purpose(s) of corporation authorized in bome state or country to be carried out in state of Florida) Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) Name: Corporation Service Company Office Address: 1201 Eays Street Tallahassee (City) City (Zip code) O. Registered agent's acceptance: Tallahassee (City) City acceptance to comply with the provisions of all statutes relative to the proper and complete performance of my duties and familiar with and accept the obligations of my position as registered agent. Corporation Service Company Cynthia L. Harris Bas its agent							200
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Cynthia & Harris as its agent		Company Commiss Commons		_			
Lynthian Carro as its agent		Corporation Service Company		Cynthia L. Harris			
		Cunthing Harris)	as its agent			
·	-	(Registered agent's signat	ure)			•	

- 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 business addresses of officers and/or directors:

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STF FL32376F.2

Chairman: See attached text Address: Director: Director: Address: Director: Director:	
Vice Chairman: Address: Director: Dire	
Cice Chairman: Address: Director: Dire	<u> </u>
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ecretary:	
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NOTE: If necessary, you hay attach an addendum to the application listing	ng additional officers and/or directors.
3. C4—	
(Signature of Chairman, Vice Chairman, or any officer liste	ed in number 12 of the application)
4. CHARLES E. GARRISON, Secretary	

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Secretary, do hereby certify that this Resolution of the Board of Directors of Gulf Breeze FL, Inc., a corporation duly organized and existing under the laws of the State of North Carolina, was duly adopted on December 4, 2003.

Be it resolved, that Gulf Breeze FL, Inc., organized and existing in the State of North Carolina hereby adopts the name Gulf Breeze FL Capital, Inc. for use in the State of Florida.

Date:

CHARLES E. GARRISON, Secretary

ATTACHED TEXT OF OFFICERS AND DIRECTORS

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

Wayne D. Lavrack, Director John W. Gardner, 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



State of 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

GULF BREEZE FL, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 14th day of October, 2003, 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 31st day of October, 2003

Claime J. Marshall.
Secretary of State