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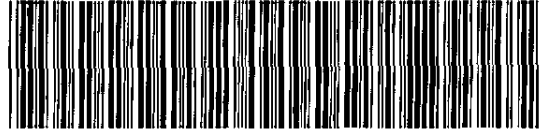
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 722216 4370691

AUTHORIZATION : *Cindy Harris*

COST LIMIT : \$ 70.00

ORDER DATE : November 23, 2005

ORDER TIME : 1:19 PM

ORDER NO. : 722216-010

CUSTOMER NO: 4370691

FOREIGN FILINGS

NAME: GAINESVILLE FL ENTERPRISE,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris -- EXT# 2937

EXAMINER: _____

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TALLAHASSEE
CORPORATION SERVICE COMPANY
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. GAINESVILLE FL ENTERPRISE, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. North Carolina

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

3. _____

(FEI number, if applicable)

4. October 5, 2005

(Date of incorporation)

5. perpetual

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

6. upon filing

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Richard. B. Guirlinger, 2635 E. Millbrook Road, Raleigh, NC 27604

(Principal office address)

PO Box 26006, Raleigh, NC 27611

(Current mailing address)

8. Wholesale and retail sale 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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, 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.

**Cynthia L. Harris
as its agent**

Cynthia L. Harris

(Registered agent's signature)

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:

A. DIRECTORS

Chairman: See attached text

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached text

Address: _____

Vice President: _____

Address: _____

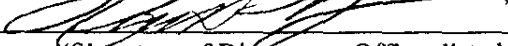
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. RICHARD B. GUIRLINGER, Secretary
(Typed or printed name and capacity of person signing application)

***ATTACHED TEXT
OF
OFFICERS AND DIRECTORS***

| | |
|--|--|
| Wayne D. Lavarack, President | 2635 Millbrook Road, Raleigh, North Carolina 27604 |
| John W. Gardner, Vice President | 2635 Millbrook Road, Raleigh, North Carolina 27604 |
| Richard B. Guirlinger, Secretary/Treasurer | 2635 Millbrook Road, Raleigh, North Carolina 27604 |
| J. Hines Johnson III, Asst. Secretary | 2635 Millbrook Road, Raleigh, North Carolina 27604 |

| | |
|---------------------------------|--|
| John M. Mosunic, Director | 2635 Millbrook Road, Raleigh, North Carolina 27604 |
| John W. Gardner, Director | 2635 Millbrook Road, Raleigh, North Carolina 27604 |
| Richard B. Guirlinger, Director | 2635 Millbrook Road, Raleigh, North Carolina 27604 |



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

GAINESVILLE FL ENTERPRISE, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 5th day of October, 2005, 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 11th day of November, 2005.

Elaine F. Marshall

Secretary of State