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PERSONS AUTO PARTS, INC.

Certificate of Status	0
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PERSONS AUTO PARTS, INC.**

The undersigned President of PERSONS AUTO PARTS, INC., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is PERSONS AUTO PARTS, INC.

ARTICLE SECOND: The amendment and restatement of the Articles of Incorporation of the Corporation reflected herein was duly adopted by the sole Shareholder of the Corporation by Unanimous Written Consent executed on October 18, 2008, in accordance with Section 607.0704 of the Florida General Corporation Act.

ARTICLE THIRD: The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

ARTICLE FOURTH: The Amended and Restated Articles of Incorporation of the Corporation shall provide as follows:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be PERSONS AUTO PARTS, INC.

ARTICLE II - ADDRESS

The principal office address of the corporation is c/o James W. Dietrich, 1320 Kentucky Avenue, St. Cloud, Florida 34769.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is 300 shares of common stock having a par value of \$1.00 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the

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Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - DURATION

This Corporation shall exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation shall be:

4725 Rummell Road
Saint Cloud, Florida 34771

The name of the registered agent of this Corporation at that address shall be:

James W. Dietrich

ARTICLE VII - BOARD OF DIRECTORS

A. This Corporation shall have at least one (1) director. The number of directors may be increased or diminished from time to time by the shareholders, but shall never be less than one (1). No decrease shall have the effect of shortening the term of any incumbent director.

B. Directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at a shareholders' meeting at which a quorum is present.

C. At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

D. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders.

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ARTICLE VIII - BYLAWS

The bylaws may be repealed or amended, and new bylaws may be adopted, by the shareholders.

ARTICLE IX - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with a shareholders agreement between this Corporation and its shareholders setting forth the terms and conditions of such purchase; provided however, the capital of this Corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE X - AMENDMENT

The Articles of Incorporation may be repealed or amended, and new Articles of Incorporation may be adopted, by the shareholders.

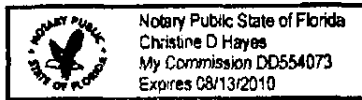
IN WITNESS WHEREOF, the undersigned President of the Corporation, has hereunto set his hand, this 15th day of October, 2008.


James W. Dietrich, President

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STATE OF FLORIDA
COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 24 day of October, 2008, by James W. Dietrich.



AFFIX NOTARY STAMP

Christine D Hayes
Signature of Notary Public

Christine D Hayes
(Print Notary Name)

My Commission Expires: 8/13/2010

Commission No.: DD 554073

☒ Personally known, or

☐ Produced Identification

Type of Identification Produced:

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Amended and Restated Articles of Incorporation of PERSONS AUTO PARTS, INC., I hereby accept and agree to act in this capacity.

Dated: 10-24-08

James W. Dietrich
James W. Dietrich