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March 12, 2001

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*****35.00 *****35.00

Department of State
Corporations Division

Re: Application for Certificate of Withdrawal

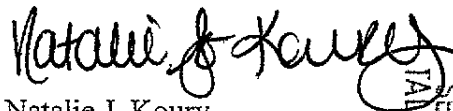
To Whom It May Concern:

Enclosed you will find one Application for Certificate of Withdrawal (maybe 2 depending upon your state) for a CARQUEST corporation in your state along with a check for the required amount for any fees. Once completed, please send the Certificate of Withdrawal to my attention at the address above. If you should have any questions or concerns, please do not hesitate to contact me.

Thank you for your assistance with this matter.

Sincerely yours,

MANNING, FULTON & SKINNER, P.A.



Natalie J. Koury
Paralegal

*With
3-20-01
pk*

njk
283372

01 MAR 14 AM 9:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

TAYLOR Parts of Pensacola Paint, Inc.
(Name of Corporation)

North Carolina
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

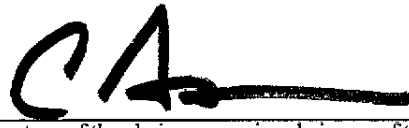
The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

Charles E. Garrison c/o General Parts, Inc. 2635 E. Millbrook Road
(Mailing Address)

Raleigh, North Carolina 27604
(City/ State /Zip)

FILED
01 MAR 14 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature of the chairman or vice chairman of the board, president, or any officer. Secretary Title
Charles E. Garrison 2/28/01
Typed or printed name Date