

F93000003304

Florida Department of State
Division of Corporations
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To:
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Fax Number : (850) 617-6380

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

Cindy Harris (4293)

MERGER OR SHARE EXCHANGE

GENERAL PARTS, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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~~SUBMITTED~~

November 21, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

THE PARTS SOURCE, INC.
2635 E. MILLBROOK RD.
RALEIGH, NC 27604US

SUBJECT: THE PARTS SOURCE, INC.
REF: P92000000784

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Cullis
Regulatory Specialist II

FAX Aud. #: E07000283960
Letter Number: 507A00066891

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>GENERAL PARTS, INC.</u>	<u>North Carolina</u>	<u>F93000003304</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>THE PARTS SOURCE, INC.</u>	<u>Florida</u>	<u>P92000000784</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on October 18, 2007 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on October 18, 2007 and shareholder approval was not required.

(Attach additional sheets if necessary)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 NOV 29 AM 9:15

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AND
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PLAN OF MERGER
OF
THE PARTS SOURCE, INC.
WITH AND INTO
GENERAL PARTS, INC.

A. Pursuant to the terms and conditions of this Plan, THE PARTS SOURCE, INC., a corporation organized under the laws of Florida, shall be merged with and into GENERAL PARTS, INC. a North Carolina corporation (hereinafter referred to as the "Surviving Corporation"), and the corporate existence of THE PARTS SOURCE, INC. (hereinafter referred to as the "Constituent Corporation") shall cease, and the corporate existence of the Surviving Corporation shall continue.

B. The Surviving Corporation shall have, use, and operate under the name of GENERAL PARTS, INC. and it shall be a corporation organized and governed by the laws of the State of North Carolina.

C. Upon and after the Effective Time (defined hereafter) of the merger, all of the assets and properties (real, personal, mixed, tangible, intangible, and every other kind and description and wheresoever situated) of the Constituent Corporation shall be and become the assets and properties of the Surviving Corporation, and title thereto shall be deemed to be vested without further act or deed, in the Surviving Corporation just as effectually as such title was vested in the Constituent Corporation.

D. Upon and after the Effective Time of the merger, all debts, liabilities, obligations, and duties of the Constituent Corporation shall be assumed by the Surviving Corporation; and thenceforth the Surviving Corporation shall be responsible, without limitation as to amount, for such debts, liabilities, obligations and duties just as fully and to the same extent as if such debts, liabilities, obligations, and duties had been originally incurred or contracted by the Surviving Corporation.

E. As of the Effective Time of the merger, the terms and conditions of the merger are as follows:

- (1) As of the Effective Time of the merger, each share of common stock of the Constituent Corporation owned by the Surviving Corporation shall be canceled. All of the common stock of the Constituent Corporation is and at all times prior to the Effective Time shall be owned by the Surviving Corporation and, as such, the Surviving Corporation by executing this Plan of Merger waives in writing the mailing of a copy of the Plan of Merger.

{546794.RWT.18500.03700}

(2) There will be no changes effected by the merger in the Articles of Incorporation of the Surviving Corporation.

(3) The merger shall be effective upon the later of the filing of the Articles of Merger in the office of the North Carolina Secretary of State and the Florida Department of State, Division of Corporations ("Effective Time").

(4) The issued and outstanding stock of the Constituent Corporation consists of Class A and Class B common stock as follows:

Constituent Corporation	Common Stock Outstanding	Vote Per Share
THE PARTS SOURCE, INC.	1	1

There are no voting groups entitled to vote separately on the matter of the merger.

(6) The Boards of Directors of the Constituent Corporation and the Surviving Corporation shall each approve the foregoing Plan of Merger.

(7) Because these mergers comply with Section 55-11-03(g) of the North Carolina Business Corporation Act, no vote of the Shareholders of the Surviving Corporation is required, and the Plan of Merger, accordingly, is not submitted to such Shareholders.

(8) Because the Constituent Corporation is 100% owned by the Surviving Corporation, under Florida and North Carolina law, no vote of the Shareholders of the Constituent Corporation is required, and the Plan of Merger, accordingly, is not submitted to such Shareholders. Shareholders of the Constituent Corporation who, except for the applicability of section 607.1104(b)4., Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of Chapter 607, Florida Statutes, regarding appraisal rights, to be paid the fair value of their shares.

(9) In all respects, this merger complies with the laws of Florida and North Carolina as they relate to mergers.

F. At any time prior to the merger becoming effective, the Board of Directors of the Surviving Corporation may, in its discretion, abandon the merger.

G. After the Effective Time of the merger, the Board of Directors and officers of the Constituent Corporation shall have no power, authority or responsibility; and the affairs of the merged corporation shall be managed and directed by the Board of Directors and the officers of the Surviving Corporation.

Executed by the parties on this the 19th day of October, 2007.

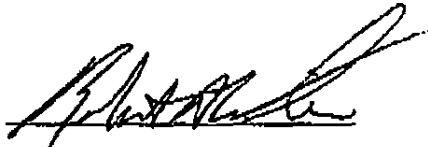
CONSTITUENT CORPORATION:

SURVIVING CORPORATION:

THE PARTS SOURCE, INC.

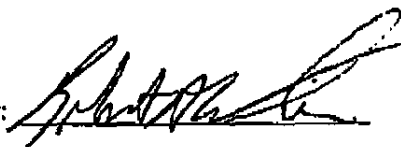
GENERAL PARTS, INC.

By:



ROBERT A. WICKER
Secretary

By:



ROBERT A. WICKER
Secretary