



100 HAYS STREET

800-342-8086

9600000263

ACCOUNT NO. : 072100000032

REFERENCE : 802775 4370691

AUTHORIZATION :

COST LIMIT : PREPAID

ORDER DATE : January 15, 1996

ORDER TIME : 12:37 PM

ORDER NO. : 802775

CUSTOMER NO: 4370691

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-01/16/96--01051--019
****122.50 ****122.50

CUSTOMER: Mr. John Gardner-4370691
General Parts, Inc
2635 Millbrook Road

Raleigh, NC 27604

FOREIGN FILINGS

NAME: CARQUEST AUTO PARTS OF
MARIANNA FL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

RECEIVED
96 JAN 16 PM 1:11
DIVISION OF CORPORATION
96 JAN 16 PM 3:12
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Carquest Auto Parts of Marianna FL, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. North Carolina ✓ 59-3345208
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10-30-95 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1901, 607.1902, and 617.196, F.S.)

7. c/o General Parts, Inc. 2635 Millbrook Road
Raleigh, NC 27604
(Current mailing address)

8. Wholesale and retail sales of auto parts and supplies
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

The Prentice-Hall Corporation
Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, 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.

The Prentice-Hall Corporation System, Inc.

By: [Signature]

(Registered agent's signature)

Ellen F. McInnis, Assistant Secretary

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.

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DIVISION OF CORPORATIONS
JAN 16 PM 3:12

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Director
~~Chairman~~: John W. Gardner

Address: 2635 Millbrook Road

Director: Raleigh, North Carolina 27604

~~XXXXXX~~
Vice Chairman: Wayne Lavrack

Address: 2635 Millbrook Road

Raleigh, North Carolina 27604

Director: M.C. Graham

Address: 2635 Millbrook Road

Raleigh, North Carolina 27604

Director: _____

Address: _____

B. OFFICERS

President: Frederic S. Kotcher

Address: 2635 Millbrook Road

Raleigh, North Carolina 27604

Vice President: Wayne Lavrack

Address: 2635 Millbrook Road

Raleigh, North Carolina 27604

Secretary: M.C. Graham

Address: 2635 Millbrook Road

Raleigh, North Carolina 27604

Treasurer: John W. Gardner

Address: 2635 Millbrook Road

Raleigh, North Carolina 27604

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

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

M.C. Graham, Secretary

(Typed or printed name and capacity of person signing application)

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STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

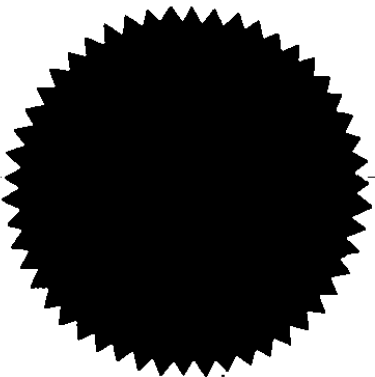
I, **RUFUS L. EDMISTEN**, Secretary of State of the State of North Carolina, do hereby certify that

CARQUEST AUTO PARTS OF MARIANNA FL, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 30th day of October, 1995, with its period of duration being perpetual.

I FURTHER certify that 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 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 7th day of December, 1995.



Rufus L. Edmisten

Secretary of State

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