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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

500002572585--9
-06/25/98--01079--002
****122.50 ****122.50

SUBJECT: WEST MARION COUNTY AUTO PARTS AND ACCESSORIES, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

<u>Betsy Campbell</u> (Name of Person)	Please return to us a certified copy of the qualification. Our check for \$122.50 is enclosed.
<u>Alston & Bird</u> <u>One Atlantic Center</u> (Firm/Company)	
<u>1201 W. Peachtree Street</u> (Address)	
<u>Atlanta, GA 30309-3424</u> (City, State and Zip Code)	

Should you need to call someone concerning this matter, please call:

Betsy Campbell at (404) 881 - 7961
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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ALSTON & BIRD LLP

One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3424

404-881-7000
Fax: 404-881-4777
www.alston.com

Elizabeth C. Campbell

Direct Dial: 404-881-7961

E-mail: bcampbell@alston.com

June 24 1998

VIA OVERNIGHT DELIVERY

Secretary of State
Corporations Division
Qualification/Tax Lien Section
409 E. Gaines Street
Tallahassee, FL 32301

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Re: West Marion County Auto Parts and Excessories, Inc.

Dear Sir or Madam:

We wish to qualify the above corporation to do business in Florida. You will find enclosed our application for Certificate of Authority, a Certificate of Good Standing and our check in the amount \$122.50.

Please return a certified copy of the Certificate of Authority to me in the Federal Express envelope enclosed for your use.

Your assistance is appreciated.

Sincerely,



Elizabeth C. Campbell
Corporate Legal Assistant

ECC:eyc
[AD981700.148]

1211 East Morehead Street
P. O. Drawer 34009
Charlotte, NC 28234-4009
704-331-6000
Fax: 704-334-2014

3605 Glenwood Avenue, Suite 310
P. O. Drawer 31107
Raleigh, NC 27622-1107
919-420-2200
Fax: 919-881-3175

601 Pennsylvania Avenue, N.W.
North Building, 11th Floor
Washington, DC 20004-2601
202-756-3300
Fax: 202-756-3333

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. West Marion County Auto Parts and Accessories, 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. Georgia 3. 59-3504528
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 16, 1998 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 607.1501, 607.1502, and 817.155, F.S.)

7. 11473 N. Williams Street
Dunnellon, Florida 34432
(Current mailing address)

8. Sales of automotive parts
(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:

Name: Linda L. Bennett

Office Address: 11473 N. Williams Street

Dunnellon, Florida, 34432
(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.

Linda L. Bennett
(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.

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

A. DIRECTORS

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  Linda L. Bennett
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Linda L. Bennett, President
(Typed or printed name and capacity of person signing application)

WEST MARION COUNTY AUTO PARTS AND ACCESSORIES, INC.

Officers and Directors

<u>Name</u>	<u>Office</u>	<u>Address</u>
Linda L. Bennett	President, Treasurer Director	3370 East Willis Road Mulberry, FL 33860
Mike Barbee	Vice President Director	5420 Peachtree Industrial Boulevard Norcross, GA 30091
Marty Jones	Secretary Director	1090 Haines Street Jacksonville, FL 32206
Robert J. Susor	Vice President	2999 Circle 75 Parkway Atlanta, GA 30339
Scott Smith	Assistant Secretary	2999 Circle 75 Parkway Atlanta, GA 30339

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Secretary of State

Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr., Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 981680653
CONTROL NUMBER : 9814908
DATE INC/AUTH/FILED: 04/16/1998
JURISDICTION : GEORGIA
PRINT DATE : 06/17/1998
FORM NUMBER : 211

ALSTON & BIRD
BETSY CAMPBELL
1201 WEST PEACHTREE ST.
ATLANTA GA 30309

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CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

WEST MARION COUNTY AUTO PARTS AND ACCESSORIES, INC. A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

