

Document Number Only

98000005970

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700002659237--1

-10/08/98--01061--012

*****70.00 *****70.00

W48-22936

9/10/27

Advance Requisition Corporation

98 OCT - 8 PM 12: 33

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

Profit

NonProfit

Limited Liability Company

Foreign

Amendment

Merger

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other

Reinstatement

Fict. Filing

Change of R.A.

Limited Liability Partnership

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Thanks, Melanie ☺

OCT - 8 1998

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Conflict 98-8073
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 8, 1998

RECEIVED
98 OCT 27 AM 11:05
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SECRETARY OF STATE
98 OCT - 8 PM 12:33
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From CT CORPORATION SYSTEM

SUBJECT: ADVANCE ACQUISITION CORPORATION
Ref. Number: W98000022936

We have received your document for ADVANCE ACQUISITION CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please list the street address of each officer/director. If the officer/director does not have a street address, list a P.O. Box and write (N/A) beside the box number.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 798A00050133

Please back date this filing to 10-8-98

**RESOLUTION OF BOARD OF DIRECTORS
OF ADVANCE ACQUISITION CORPORATION**

I, the undersigned J. O'Neil Leftwich, do hereby certify that this Resolution of the Board of Directors of Advance Acquisition Corporation, a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on August 7, 1998.

RESOLVED, that Advance Acquisition Corporation, organized and existing in the State of Delaware, hereby adopts the name Advance Parts America Corporation for use in the State of Florida.

Date: October 22, 1998



J. O'Neil Leftwich

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DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

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

1. Advance Acquisition Corporation
(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. Delaware (State or country under the law of which it is incorporated)

3. 54-1911686 (FEI number, if applicable)

4. August 6, 1998 (Date of incorporation)

5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qual. (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 5673 Airport Road, Roanoke, Virginia 24012

(Current mailing address)

8. Operating retail stores for 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:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System
D.I. Farber
(Registered agent's signature) (Officer)
D.I. Farber Assistant Secretary
(Type Name and Title of Officer)

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.

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

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. J. O'Neil Leftwich
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. J. O'Neil Leftwich, Secretary
(Typed or printed name and capacity of person signing application)

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**List of Officers and Directors
For
Advance Acquisition Corporation**

Directors:

John M Roth
Mark J. Doran
Garnett E. Smith

Officers:

Garnett E. Smith
522 Anchor Drive
Moneta, VA 24121

President

J. O'Neil Leftwich
6161 Cooper Circle
Roanoke, VA 24019

Vice President, Treasurer &
Secretary

John M. Roth
132 Cedar Cliff Road
Riverside, CT 06878

Vice President

Mark J. Doran
1735 York Avenue
Apt. 18C
New York, NY 10128

Vice President

Eliot P. S. Merrill
341 West 88th Street
Apt. 1B
New York, NY 10024

Assistant Secretary

Corporate Address:

5673 Airport Road
Roanoke, VA 24012

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADVANCE ACQUISITION CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9317944

DATE: 09-23-98