

L08000002950

(Requestor's Name)

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☐ MAIL

(Business Entity Name)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JAN -2 AM 11:18

B. Tadlock JAN 09 2008

1/2/08

FF \$120
cus 5

Tadlock, Brenda

From: Lunt, Agnes
Sent: Thursday, December 13, 2007 12:08 PM
To: 'Sharon L. Palmer'
Cc: Tadlock, Brenda
Subject: RE:Corporate Filing - 800106291548

Hi Ms. Palmer I will do my best to get this straightened out MY administrator is at lunch but should be back soon. I will also give her a copy of this e-mail. I'm very sorry for the inconvenience.

Please take a few minutes to provide feedback on the quality of service you received from our staff. The Florida Department of State values your feedback as a customer. Kurt Browning, Florida's Secretary of State, is committed to continuously assessing and improving the level and quality of services provided to you. Simply click on the link to the "DOS Customer Satisfaction Survey." Thank you in advance for your participation.
DOS Customer Satisfaction Survey: <http://survey.dos.state.fl.us/index.aspx?email=ALunt@dos.state.fl.us>

-----Original Message-----

From: Sharon L. Palmer [mailto:SLP@marksgray.com]
Sent: Thursday, December 13, 2007 10:48 AM
To: Lunt, Agnes
Cc: John R. Crawford
Subject: FW: Corporate Filing - 800106291548

Ms. Lunt:

Thank you for working with me to resolve this issue.

As we discussed, below is the email I received from the Secretary of State stating that the Affidavit giving authorization for use of name could be faxed to the Secretary of State.

In addition, attached hereto in adobe format, is the confirmation of receipt of fax sent to your attention enclosing a copy of the emails with your office and the affidavit signed by Mr. Mangham.

I understand your position that the advice given by your office was erroneous, however, we followed the instructions given in good faith that this would allow the filing of the LLC to be completed.

Any assistance you can provide to resolve this would be appreciated.

Very truly yours,

Sharon L. Palmer

Sharon L. Palmer, ACP
Paralegal to John R. Crawford

Marks Gray, P.A.
1200 Riverplace Blvd., Suite 800
Jacksonville, Florida 32207
(904) 807-2169 (direct)
(904) 399-8440 (fax)
spalmer@marksgray.com
<http://www.marksgray.com>

Confidentiality Notice: This email (and attachments, if any) is intended only for the use of the individual or entity to which it is addressed and may contain information that is privileged, confidential and exempt from disclosure under applicable law. If you are not the intended recipient, you are hereby notified that any dissemination, distribution, copying or use of this communication is strictly prohibited. If you have received this email (and attachments, if any) in error, please notify us immediately by reply email and delete. Thank you.

-----Original Message-----

From: LimitedOnline [mailto:LimitedOnline@dos.state.fl.us]
Sent: Wednesday, July 18, 2007 1:18 PM
To: Sharon L. Palmer
Subject: RE: Corporate Filing - 800106291548

It can be faxed to 850-245-6030.

-----Original Message-----

From: Sharon L. Palmer [mailto:SLP@marksgray.com]
Sent: Wednesday, July 18, 2007 10:52 AM
To: LimitedOnline
Subject: RE: Corporate Filing - 800106291548

Must the affidavit be an original or may it be faxed or emailed?

Thank you!

-----Original Message-----

From: limitedonline@dos.state.fl.us
[mailto:limitedonline@dos.state.fl.us]
Sent: July 18, 2007 9:13 AM
To: Sharon L. Palmer
Subject: Corporate Filing - 800106291548

Document Number: W07000034300
Entity Name: PARTS DIRECT OF AMERICA, LLC Tracking Number:
800106291548 Pin Number: 1548

We received your online transmitted document. However, the document has not been filed for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are

not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

To make the necessary corrections to your filing, return to our website at www.sunbiz.org and click on "Electronic Filing" or "E-Filing Services", then "Online Filing" and then choose the type of filing you are trying to correct. Pull down the vertical scroll bar until you see the sentence "To update a corporate document~". Enter your tracking number and the pin number listed above and select "Update Filing".

Please disregard this letter if you have contacted our office and were advised how to correct your document online.

If you have any questions concerning your filing please call 850-245-6094.

Agnes Lunt
Document Specialist~~~~~
Registration/Qualification Section

Letter Number: 070718091314-800106291548

* * * COMMUNICATION RESULT REPORT (JUL. 23. 2007 2:51PM) * * *

FAX HEADER 1: MARKS GRAY
FAX HEADER 2: 9043998440

TRANSMITTED/STORED : JUL. 23. 2007 2:49PM

FILE MODE	OPTION	ADDRESS	RESULT	PAGE
0321 MEMORY TX		850 245 6030	OK	4/4

REASON FOR ERROR
E-1) HANG UP OR LINE FAIL
E-3) NO ANSWERE-2) BUSY
E-4) NO FACSIMILE CONNECTION**MARKS GRAY**

Attorneys At Law Est.1899

In Our
Second Century
of Service1200 RIVERPLACE BOULEVARD
SUITE 800
JACKSONVILLE, FLORIDA 32207POST OFFICE BOX 447
JACKSONVILLE, FLORIDA 322013101 SAWGRASS VILLAGE CIRCLE
PONTE VEDRA BEACH, FLORIDA 32082TELEPHONE (904) 398-0800
TELECOPIER (904) 398-6440**TELECOPIER COVER SHEET**

TO: Agnes Lunt - Florida Secretary of State FAX NUMBER: 850-245-6030

COMPANY.

NO. OF PAGES: 4

FROM: John R. Crawford
via Sharon L. Palmer, CLAS

DATE: July 23, 2007

SUBJECT: Parts Direct of America, LLC

COMMENTS: Enclosed please find an Affidavit executed by Earl Mangham as officer of Parts Direct of America, Inc., together with your original email regarding this issue. Thank you!

Should you have any questions or comments, please do not hesitate to contact me at (904) 807-2169.

FILE NO.

18424

This message is intended only for the use of the individual or entity to which it is addressed and may contain information that is privileged, confidential and exempt from disclosure under applicable law. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone and return the original message to us at the above address via the U. S. Postal Service. Thank you.

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF DUVAL

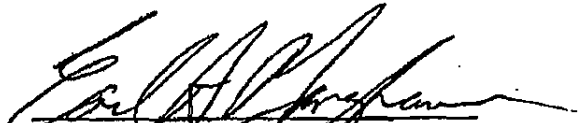
Before me, a notary public in and for the county and state aforesaid, personally appeared
Earl A. Mangham, who, being by me first duly sworn, states:

1. He is the last President and last director of Parts Direct of America, Inc., a dissolved Florida corporation, and is authorized to make this affidavit on its behalf

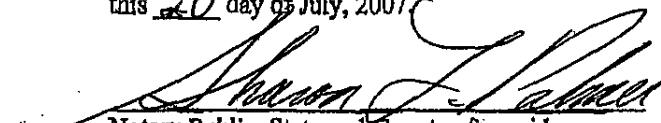
2. Parts Direct of America, Inc. was administratively dissolved by the Florida Secretary of State on September 15, 2006.

3. Said corporation is no longer in business, has no intention of applying to the Florida Secretary of State to be reinstated, and waives any right to apply for reinstatement or to the use of such name.

4. Said corporation has no objection to the use of the "Parts Direct of America" name by Parts Direct of America, LLC.


Earl A. Mangham, individually and as
President and last director of Parts Direct
of America, Inc.

Sworn to and subscribed before me
this 20 day of July, 2007


Notary Public, State and County aforesaid

Printed Name of Notary Public _____
My commission expires: _____
Affiant personally known to me: _____
Affiant produced identification: _____
Type of identification, if any: _____



JAN. 2. 2008 5:40PM

MARKS GRAY

NO. 2393 P. 1/6

**MARKS
GRAY**

Attorneys At Law Est. 1899

In Our
Second Century
of Service

1200 RIVERPLACE BOULEVARD
SUITE 800
JACKSONVILLE, FLORIDA 32207

POST OFFICE BOX 447
JACKSONVILLE, FLORIDA 32201

3101 SAWGRASS VILLAGE CIRCLE
PONTE VEDRA BEACH, FLORIDA 32082

TELEPHONE (904) 398-0900
TELECOPIER (904) 399-8440

TELECOPIER COVER SHEET

TO: Brenda Tadlock - Florida
Secretary of State

FAX NUMBER: 850-245-6030

COMPANY.

NO. OF PAGES:

FROM: John R. Crawford
via Sharon L. Palmer, CLAS

DATE: December 19, 2007

SUBJECT: Parts Direct of America, LLC

COMMENTS: Enclosed please find the Articles of Organization as we discussed and fax a confirmation of filing to (904) 399-8440. Thank you!

Should you have any questions or comments, please do not hesitate to contact me at (904) 807-2169.

FILE NO.

18424

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ARTICLES OF ORGANIZATION
OF
PARTS DIRECT OF AMERICA, LLC.

F.L.L.C.
SECRETARY OF STATE
DIVISION OF CORPORATIONS

08 JAN - 2 AM 11:18

We, the undersigned, hereby execute these Articles of Organization for the purpose of organizing a limited liability company under the laws of the State of Florida. The filing date of this entity will be the date of filing with the Secretary of State of Florida. However, for accounting purposes only, the effective date of this limited liability company will be July 18, 2007, which was the date of the original submission of Articles of Organization to the Florida Secretary of State.

ARTICLE I

The name of the limited liability company is Parts Direct of America, LLC.

ARTICLE II

The mailing address of the limited liability company shall be 6332 Blanding Boulevard, Jacksonville, Florida 32244, and its street address is the same.

ARTICLE III

The business purpose of the limited liability company is to engage in any lawful act or activity which may be carried on by limited liability companies in the State of Florida and, in connection therewith, the limited liability company shall have and may use, exercise and enjoy, all the powers of limited liability companies conferred by the limited liability company laws of the State of Florida.

ARTICLE IV

The address of the initial registered office of this limited liability company in Florida shall be 1200 Riverplace Boulevard, Suite 800, Jacksonville, Florida 32207, and its initial registered agent at that address shall be John R. Crawford. The Board of Managers may, from time to time, change the registered office and registered agent of the limited liability company upon notification to

the proper authorities.

ARTICLE V

The limited liability company shall have perpetual existence.

ARTICLE VI

The limited liability company shall be managed by a Board of Managers, who shall be elected or designated by the members in accordance with the operating agreement governing the limited liability company. The number of the Managers of this limited liability company shall be not less than one (1) nor more than five (5), as fixed from time to time by the provisions of the operating agreement.

ARTICLE VII

The names and addresses of the members of the first Board of Managers, who, subject to the provisions of the operating agreement and these Articles of Organization, shall hold office until their successors are elected and have qualified pursuant to the operating agreement are as follows:

<u>Name</u>	<u>Street Address</u>
Earl A. Mangham	14560 Braddock Road Jacksonville, Florida 32218
Kathryn Mangham	14560 Braddock Road Jacksonville, Florida 32218

ARTICLE VIII

The names and addresses of the subscribers to these Articles of Organization, who are both authorized representatives of the limited liability company and its members, are as follows:

<u>Name</u>	<u>Street Address</u>
John R. Crawford	1200 Riverplace Boulevard, Suite 800 Jacksonville, Florida 32207

Sharon L. Palmer

1200 Riverplace Boulevard, Suite 800
Jacksonville, Florida 32207

ARTICLE IX

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the limited liability company:

(1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the operating agreement, the Managers shall have the general management and control of the business and may exercise all of the powers of the limited liability company except such as may be by statute, or by the operating agreement as constituted from time to time, expressly conferred upon or reserved by the members, except as limited therein.

(2) Subject always to such operating agreement as may be adopted from time to time by the members, the Board of Managers is expressly authorized to adopt, alter and amend the operating agreement of the limited liability company, but any provision thereof adopted, altered or amended by the Managers may be altered, amended or repealed by the members.

(3) The limited liability company shall have such officers as from time to time may be provided in the operating agreement and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the operating agreement or as may be determined from time to time by the Board of Managers subject to the operating agreement.

(4) No Manager or officer of this limited liability company shall, in the absence of fraud, be disqualified by his or her office from dealing or contracting with this limited liability company either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this limited liability company be void or voidable or affected by reason of the fact that any such director or officer, or any firm of which any such director or officer is a member or any employee, or any limited liability company or corporation of which any such Manager or officer

is an officer, director, manager, member, stockholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this limited liability company, even though the vote of the Manager or Managers or officer or officers having such interest shall have been necessary to obligate this limited liability company upon such contract, transaction or act; and no Manager or Managers or officer or officers having such interest shall be liable to this limited liability company or to any member or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such Manager or Managers or officer or officers be accountable for any gains or profits realized thereon.

ARTICLE X

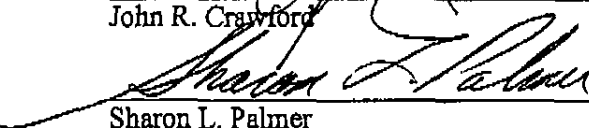
This limited liability company reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on members herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned subscribing members or authorized representatives of the limited liability company, have hereunto set our hands and seals for the purpose of organizing this limited liability company under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these Articles of Organization and certify that the facts herein stated are true, all on this 19 day of December, 2007.



John R. Crawford

(SEAL)



Sharon L. Palmer

(SEAL)

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared this day John R. Crawford and Sharon L. Palmer, the parties to the foregoing Articles of Organization, who are personally known to me and to me known to be the individuals described in and who executed the foregoing Articles of Organization, and who acknowledged before me that they made, subscribed and acknowledged the foregoing Articles of Organization as their voluntary act and deed as members or authorized representatives of said limited liability company, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal on this 19th day of December, 2007.



Signature of Notary Public
Notary Public, State and County aforesaid
My commission expires: _____



(Notarial Seal)

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Parts Direct of America, LLC, a Florida limited liability company, at the place designated in the Articles of Organization of said limited liability company, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open. I further acknowledge that I am familiar with, and accept, the obligations imposed upon registered agents of limited liability companies.



Registered Agent