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PADRAIC E. MULVIHILL

Suite 201 103 Century 21 Drive Jacksonville, FL 32216

September 27, 2001

Secretary of State - Florida Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399 Phone 850-488-9000

Re:

Letter of Resignation as Registered Agent

Gentlemen:

I hereby submit my immediate resignation as the Registered Agent for:

AmeraPARTS International, L.L.C. Limited Liability Company Number L98000001952 Active Company: Annual Report filed on 2/14/01

FEI: 59-3533781

Enclosed is the required certified check for \$85.00 made payable to the Florida Secretary of State, as the fee to immediately process this resignation. I have sent a copy of this letter to Mr. R. Fairbanks, the Florida attorney for this limited liability company.

For your future reference, I believe that the only active Managers today for this limited liability company are:

Michael D. Bender - Manager Gary G. Gottschalk - Manager G. Richard Haun, Jr. - Manager

All three of these individuals are employees of Churchill Capital, Inc. the majority owner of AmeraPARTS, and can be contacted at:

Churchill Capital, Inc. 2400 Metropolitan Centre 333 South Seventh Street Minneapolis, MN 55402 Phone 612-673-6700

All future correspondence should be addressed to them at Churchill Capital. Inc.

Please call me at 904-725-9700 if you have any questions.

Padraic Eoin Mulvihill

Copy:

Mr. R. Fairbanks

Ponte Vedra Beach, FL

Enclosures