



L98000000/952

ACCOUNT NO. : 072100000032

REFERENCE : 476994 4712762

AUTHORIZATION :

COST LIMIT :

Patricia Pizut
\$ 25.00

ORDER DATE : November 19, 2001

ORDER TIME : 3:49 PM

ORDER NO. : 476994-005

CUSTOMER NO: 4712762

CUSTOMER: Mr. Joseph Kohler
The Churchill Companies
333 S. 7th Street
#3100
Minneapolis, MN 554022442

RECEIVED
01 NOV 20 PM 4:46
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

NAME: AMERAPARTS INTERNATIONAL,
L.L.C.

800004690348--2

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Ta-tanisha Adams -- EXT# 1131

EXAMINER:

JP
11-21-01

01 NOV 20 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR
BOTH FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the limited liability company is: Ameraparts International, L.L.C.
2. The mailing address of the limited liability company is : _____
c/o Churchill Capital, Inc.; 333 South Seventh Street, Minneapolis, MN 55402

09/22/98

L98000001952

3. Date of filing/registration in Florida

4. Document number

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Mr. P.E. Mulvihill

Name

Ameraparts International, L.L.C.

Address

Bldg. 103, Ste. 201, Century 21 Office Center

City, State and Zip

Jacksonville FL 32216

6. The name and address of the new registered agent and/or office:

Corporation Service Company

Name

1201 Hays Street

Florida street address (P.O. Box NOT acceptable)

Tallahassee,

FL

32301

City, State and Zip

APPROVED
AND
FILED
01 NOV 20 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.


(Signature of a member or authorized representative of a member)

JOSEPH G. KOHLER
(Printed or typed name of signee)

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 as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.


(Signature of Registered Agent)

BRIAN COURTNEY, ASST. V.P.

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314