Montgomery Barnett

ATTORNEYS & COUNSELORS AT LAW

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MOIOCOCO 500 13/01-01019-0

June 11, 2001

*****160.00 *****16

Florida Secretary of State Registration Section Division of Corporations 409 Gaines St Tallahassee, FL 32399

MJH

RE: American Wholesale Products, LLC

Our File: 10023

Dear Secretary:

Attached pleased find the executed application forms to register a foreign limited liability company, American Wholesale Products, LLC, to do business in the state of Florida, an original certificate of existence and a firm check in the amount of \$160.00 to cover the registration fees.

Please contact Scott Loeb at (504) 585-7560 or me at (504)585-7787 if we can be of further assistance in this matter.

Sincerely,

GLU Comp Greta Acomb

Paralegal for J. Scott Leob

SECRETARY OF STATE

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA: Wholesale Products, LLC (Name of foreign limited liability company) 3. 72-1501136 (FEI number, if applicable) (Jurisdiction under the law of which foreign limited liability 3/29/01 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual") (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 7. 15 Brandon Way, Suite, 110 8. If limited liability company is a manager-managed company, check here ∇ 9. The name and usual business addresses of the managing members or managers are as follows: new oreans, UA 20163 10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.) 11. Nature of business or purposes to be conducted or promoted in Florida: distribution of auto-parts Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Brian Dawson

Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

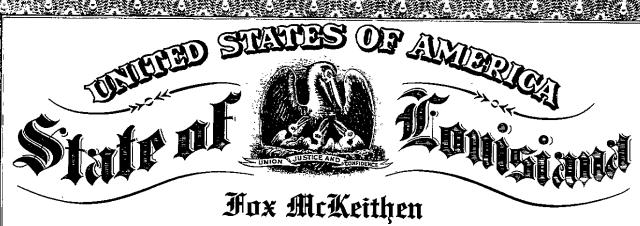
American	Wholesale	Products	LLC
2. The name and the Florida street address of the registered agent and office are:			
<u>L</u>	Vanda Tins	Name)	
2850 W. Airport Blvd. Florida street address (P.O. Box NOT ACCEPTABLE)			
Sanf		FL 327	71

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating 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.

Ericu Pausan (Signature)

1. The name of the Limited Liability Company is:

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)



SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

the Articles of Organization of

AMERICAN WHOLESALE PRODUCTS, LLC

Domiciled at NEW ORLEANS, LOUISIANA,

Were filed in this Office and a Certificate of Organization was issued on March 29, 2001,

I further certify that no Certificate of Dissolution has been issued.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

June 5 2001

CLO 35065294K Secretary of State

