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TALLAHASSEE, FLORIDA

C. LEWIS

NOV 24 2009

EXAMINER



Attorneys

MANNING FULTON & SKINNER PA
3605 GLENWOOD AVENUE
GLENWOOD PLAZA, SUITE 500
RALEIGH, NC 27612-3970

P. O. Box 20389
RALEIGH, NC 27619-0389

November 20, 2009

JOHN R. CELLA, JR.
PHONE: 919 787.8880
FAX: 919 325.4603
JCELLA@MANNINGFULTON.COM

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles of Merger - Our file 18500-G39938

Dear Sir or Madam:

Enclosed please the following items:

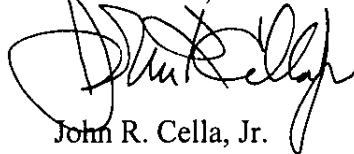
- (1) Check for \$105.00,
- (2) Cover letter,
- (3) Articles of Merger, and
- (4) Plan of Merger.

Please call me directly at (919) 510-9272 if the need arises.

With best wishes, I remain

Very truly yours,

MANNING, FULTON & SKINNER, P.A.



John R. Cella, Jr.

JRCjr/ajh
Enclosures
625314

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: General Parts Distribution LLC
Name of Surviving Party

Please return all correspondence concerning this matter to:

John R. Cella, Jr.

Contact Person

Manning, Fulton & Skinner, P.A.

Firm/Company

P.O. Box 20389

Address

Raleigh, North Carolina 27619-0389

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John Cella

Name of Contact Person

at (919)

787-8880

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
(850-245-6051)

MAILING ADDRESS:

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Merger
For
Florida Profit or Non-Profit Corporation

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Universal Parts Warehouse, Inc.	Florida 242583	corporation
Central Auto Parts, Inc.	Florida 538024	corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
General Parts Distribution LLC	North Carolina 107000006672	limited liability company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2009

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

General Parts Distribution LLC

2635 E. Millbrook Road

Raleigh, North Carolina 27604

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Typed or Printed

Name of Individual:

Universal Parts Warehouse, Inc.

Robert A. Wicker, Secretary

Central Auto Parts, Inc.

Robert A. Wicker, Secretary

General Parts Distribution LLC

Robert A. Wicker, Secretary

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

General Partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

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PLAN OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Universal Parts Warehouse, Inc.	Florida	corporation
Central Auto Parts, Inc.	Florida	corporation
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
General Parts Distribution LLC	North Carolina	limited liability company

THIRD: The terms and conditions of the merger are as follows:

See Plan of Merger, Paragraph B.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See Plan of Merger, Paragraph C.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See Plan of Merger, Paragraph D.

(Attach additional sheet if necessary)

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TREASURER
FLORIDA

FIFTH: If a partnership is the survivor, the name and business address of each partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

O. Temple Sloan III, Todd C. Hack, Gerald C. Colley, Richard B. Guirlinger,

Clifford H. Henline, Jr., David L. McCartney

(same business address for each)

2635 E. Millbrook Road

Raleigh, North Carolina 27604

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

None.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

None.

(Attach additional sheet if necessary)

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**PLAN OF MERGER
OF
CENTRAL AUTO PARTS, INC.
and
UNIVERSAL PARTS WAREHOUSE, INC.,
each a Florida corporation
WITH AND INTO
GENERAL PARTS DISTRIBUTION LLC,
a North Carolina limited liability company**

A. Pursuant to the terms and conditions of this Plan of Merger and applicable provisions of the Florida Business Corporation Act and the North Carolina Business Corporation Act, CENTRAL AUTO PARTS, INC. and UNIVERSAL PARTS WAREHOUSE, INC., each a Florida corporation (each referred to herein as "Merging Company" and collectively as "Merging Companies"), shall be merged with and into GENERAL PARTS DISTRIBUTION LLC, a North Carolina limited liability company ("Surviving Company"). After the merger the existence of the Merging Companies shall cease and the existence of the Surviving Company shall continue under its existing name.

B. The terms and conditions of the merger are as follows:

(1) Upon and after the Effective Time (defined hereafter) of the merger, all the assets and properties (real, personal, mixed, tangible, intangible, and every other kind and description and wheresoever situated) of the Merging Companies shall become the assets and properties of the Surviving Company, and title thereto shall be deemed to be vested, without further act or deed, in the Surviving Company just as effectually as such title was vested in the Merging Companies.

(2) Upon and after the Effective Time of the merger, all debts, liabilities, obligations, and duties of the Merging Companies shall be assumed by the Surviving Company, and thenceforth the Surviving Company shall be responsible, without limitation as to amount, for such debts, liabilities, obligations, and duties just as fully and to the same extent as if such debts, liabilities, obligations, and duties had been originally incurred or contracted by the Surviving Company.

(3) The merger shall become effective on December 31, 2009 ("Effective Time").

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Plan of Merger

Central Auto Parts, Inc. (FL) and Universal Parts Warehouse, Inc. (FL) into General Parts Distribution LLC (NC)

C. The manner and basis of converting the shares of each Merging Company into membership interests of the Surviving Company are as follows:

(1) As of the Effective Time of the merger, each share of common stock of each Merging Company shall be cancelled.

(2) No changes relating to the membership interests of the Surviving Company or otherwise will be made to the Surviving Company's articles of organization or operating agreement on account of the merger.

~~D. The manner and basis of converting the rights to acquire shares of each Merging~~
Company, if any, into rights to acquire shares of the Surviving Company are as follows:

(1) As of the Effective Time of the merger, rights to acquire shares of each Merging Corporation, if any, shall be extinguished.

(2) No changes relating to any rights to acquire shares of each Merging Company will be made to the Surviving Company's articles of organization, operating agreement, or any other documents on account of the merger.

E. No amendments will be made to the articles of organization of the Surviving Company on account of the merger.

F. At any time prior to the Effective Time of the merger, the Manager or sole Member of the Surviving Company may, in its discretion, abandon the merger.

G. After the Effective Time of the merger, the board of directors and officers of each Merging Company shall have no power, authority or responsibility, and the affairs of each Merging Company shall be managed and directed by the board of directors and the officers of the Surviving Company.

[Signature page follows.]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executed this 21 day of October, 2009.

Merging Company:

CENTRAL AUTO PARTS, INC.,
a Florida corporation

By: 

ROBERT A. WICKER
Secretary

Surviving Company:

GENERAL PARTS DISTRIBUTION LLC,
a North Carolina limited liability company

By: 

ROBERT A. WICKER
Secretary

APPROVED BY:

Sole Shareholder:

GENERAL PARTS, INC.

By: 

ROBERT A. WICKER
Secretary

Sole Member:

GENERAL PARTS, INC.

By: 

ROBERT A. WICKER
Secretary

Merging Company:

UNIVERSAL PARTS WAREHOUSE, INC.,
a Florida corporation

By: 

ROBERT A. WICKER
Secretary

APPROVED BY:

Sole Shareholder:

GENERAL PARTS, INC.

By: 

ROBERT A. WICKER
Secretary

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Plan of Merger

Central Auto Parts, Inc. (FL) and Universal Parts Warehouse, Inc. (FL) into General Parts Distribution LLC (NC)