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LAKE OFFICE OF
GREGORY V. BEAUCHAMP, P.A.

107 EAST PARK AVENUE/PO. BOX 1129
CHIEFLAND, FLORIDA 32644

352-493-1458

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 25, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
The Capitol
Tallahassee, FL 32314

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-02/28/00--01005--011
*****78.75 *****78.75

Attn: Articles of Incorporation

Re: OLD TOWN AUTO PARTS, INC.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles Of Incorporation for the above-named corporation. In addition, a check in the amount of \$78.75 is enclosed which represents the following fees:


Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent	<u>35.00</u>
	<u>\$ 78.75</u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me at your earliest opportunity.

Sincerely,


Gregory V. Beauchamp

GVB/dp
Enclosures


3/7/2000

ARTICLES OF INCORPORATION
OF
OLD TOWN AUTO PARTS, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLES ONE: NAME

The name of this corporation shall be: **OLD TOWN AUTO PARTS, INC.**

ARTICLE TWO: NATURE OF BUSINESS

The general purpose for which this corporation is initially organized is to own and operate a business for the sale of automobile and truck parts and accessories; and for the further purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE THREE: DURATION

This corporation shall have perpetual existence.

ARTICLE FOUR: CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock. By general consent of the Stockholders, it is their desire to designate the initial capital stock of this corporation as Section 1244 Stock, as defined under the Internal Revenue Code. As such stock will qualify for all rights and privileges of Section 1244 Stock.

ARTICLE FIVE: ADDRESS

The principal mailing address of the corporation is P. O. Box 896, Old Town, Florida 32680. The street address of the corporation's initial principal office is 1 mile East on C. R. 346-A from intersection of SR 349, Old Town, Florida 32680, and the

name of the initial Registered Agent is **C. J. JOHNSON**, whose physical address is 1 mile East on CR 346-A from intersection of SR 349, Old Town, Florida 32680, and whose mailing address is P. O. Box 896, Old Town, Florida 32680. The stockholders may from time to time designate such other address and place as the register agent, subject to requirements of Florida law.

ARTICLE SIX: MANAGEMENT

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of a Board of Directors.

ARTICLE SEVEN: INCORPORATORS

The name and street address of the incorporator of these Articles Of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
C. J. JOHNSON	P. O. Box 896 Old Town, FL 32680	100	\$100.00
RICHARD WRIGHT	7890 167th Place Trenton, FL 32693	100	\$100.00

ARTICLE EIGHT: EFFECTIVE DATE

These Articles Of Incorporation shall become effective upon approval by the Department Of State of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged to be filed, the foregoing Articles Of Incorporation in the Office of the Secretary of State this 25th day of FEBRUARY, 2000.


C. J. JOHNSON


RICHARD WRIGHT

STATE OF FLORIDA

COUNTY OF LEVY

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **C. J. JOHNSON and RICHARD WRIGHT**, known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, that I relied upon the following form(s) of identification: ~~X~~ personally known or () produced identification _____. No oath(s) taken.

WITNESS my hand and official seal in the County and State last aforesaid this 25th day of FEBRUARY, 2000.

(NOTARY SEAL)



Dorothy D. Phillips
MY COMMISSION # CC874738 EXPIRES
November 24, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

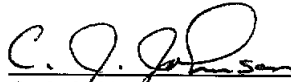
Dorothy D. Phillips
Notary Signature

DOROTHY D. PHILLIPS
Notary Printed Name

FILED
00 FEB 28 PM 2: 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, **C. J. JOHNSON**, does hereby accept the designation and appointment of Registered Agent of **OLD TOWN AUTO PARTS, INC.**



C. J. JOHNSON
P. O. Box 896
1 mile East on 346-A from
intersection of SR 349
Old Town, FL 32680