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TRANSMITTAL LETTER

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

Subject: Parts and Cars.Com, Inc.
(proposed corporate name)

FILED
00 MAR 30 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation for the above corporation and check in the amount of \$ 70.00.

From:

Donnie Anderson
43 E. Princeton Street
Orlando, FL 32804

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*****70.00 *****70.00

4-24
WC

ARTICLES OF INCORPORATION
OF
PARTS AND CARS.COM, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is Parts and Cars.Com, Inc.

ARTICLE II
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue one Hundred(100) shares at one dollar (\$1) par value common stock. Which shall be designated common shares.

ARTICLE IV
EXISTENCE

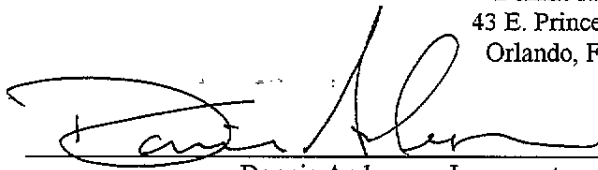
This corporation shall have perpetual existence, commencing upon March 30, 2000.

ARTICLE V
NAMES AND ADDRESSES OF INITIAL DIRECTORS

Donnie Anderson
43 E. Princeton Street
Orlando, FL 32804

**ARTICLE VI
NAMES AND ADDRESS OF INCORPORATOR**

Donnie Anderson
43 E. Princeton Street
Orlando, FL 32804



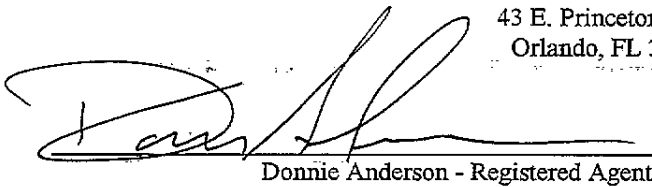
Donnie Anderson - Incorporator

3-27-00
Date

INITIAL REGISTERED OFFICE AND AGENT

I Hearby am familiar with and accept the duties and responsibilities as registered agent for said corporation, with the registered office located at:

43 E. Princeton Street
Orlando, FL 32804



Donnie Anderson - Registered Agent

3-27-00
Date

CORPORATION PRINCIPAL (MAILING) OFFICE

43 E. Princeton Street
Orlando, FL 32804

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the state of Florida.

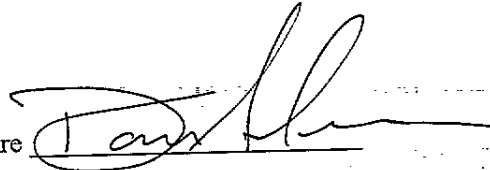
Name: Parts and Cars.Com, Inc.

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Name and Address of Registered Agent and Office is:

Donnie Anderson
43 E. Princeton Street
Orlando, FL 32804

Signature



Title

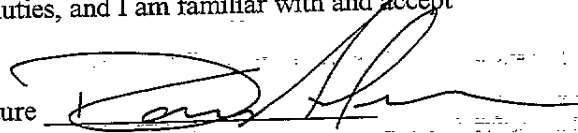
Pres

Date

3-27-00

Having been named as registered agent and to accept service of process for the above stated corporation 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.

Signature



Date

3-27-00