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P.J. Testa - Accountant
Requester's Name

4726-B N. Lois Ave.
Address

P.O. Box 4562

Tampa, FL 33677-4562
City/State/Zip Phone #

FILED

00 MAY -1 AM 11:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. SOUTHEAST REGIONAL PARTS DISTRIBUTION, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
- Pick up time _____
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

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

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials PJ 5/2/00

FILED

00 MAY -1 AM 11: 05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SOUTHEAST REGIONAL PARTS DISTRIBUTION, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

SOUTHEAST REGIONAL PARTS DISTRIBUTION, INC.

ARTICLE II

NATURE OF BUSINESS:

To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated directly or indirectly, to improve the interest of this corporation and to do all things specified

in and to have to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which may at any time hereafter to amended, and to do any and all things herein above set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as statement of both purposes and power, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise state, be in no wise limited, or restricted by any term or provisions of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

To, take, buy, exchange, sell, lease, or otherwise acquire real property and any interest or right therein, and to hold, own, operate, control, maintain, manage and develop such property interests in any manner that may be necessary, useful, or advantageous for the purposes of this corporation.

To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery, and plants and any and all other structures and erections that may at any time be necessary, useful, or advantageous for the purposes of this corporation.

To render personal and business services to other persons, firms

and corporations, and to deal generally in all forms of business as the officers or the corporation may from time to time determine.

To contract debts and borrow money at such rates of interest as its Board of Directors may deem necessary or expedient, and shall authorize or agree upon notes and other evidences of indebtedness, secured or unsecured, execute such mortgages or other instruments encumbering its property or credit to secure the payment of money borrowed or owing by it, as may be required in the general nature of the business.

To acquire or pledge, sell or otherwise deal in stocks, bonds, mortgages, securities, notes and commercial papers of every kind issued by corporations, associations, and individuals.

To take, purchase, or otherwise acquire, and to own and hold such personal property, chattels, chattels real, rights, assessments, privileges, choice in action, notes, bonds, mortgages, and securities as may lawfully be acquired, and held by corporations under the laws of the State of Florida.

To do and perform all acts and things which are in the permitted powers of a corporation for profit organized and existing under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The authorized capital shall consist of and be represented by 100 shares of common capital stock par value \$ 1.00 per share fully paid and non-assessable and shall be paid for in lawful money of the United States or in property, labor or services or goodwill at

just and fair value as shall be determined by the stockholders of this corporation.

ARTICLE IV

INITIAL CAPITAL

The amount of capital which with this corporation will begin business is \$ 1000.00

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually unless earlier dissolved in accordance with or by operation of law.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:
4501 107TH CIRCLE NO. STE 3 CLEARWATER, FL. 33762

ARTICLE VII

DIRECTORS

This corporation shall be governed by a Board of Directors of TWO members. The number of Directors may be increased from time to time, by by-laws adopted by the stockholders, but shall never be less than TWO. The names and addresses of the Directors are as

follows:

<u>NAME</u> -----	<u>ADDRESS</u> -----
WILLIAM G. WRIGHT	18027 JORENE RD. ODESSA, FL. 33556
CLINTON D. GILLIAM	8196 67TH ST. PINELLAS PARK, FL. 33781

ARTICLE VIII

SUBSCRIBERS

The names and addresses (post office) of each subscriber of these Articles of Incorporation and the number of shares of stock of each agrees to take are:

<u>NAME</u> -----	<u>ADDRESS</u> -----	<u>NO. OF SHARES</u> -----
WILLIAM G. WRIGHT	18027 JORENE RD. ODESSA, FL. 33556	50
CLINTON D. GILLIAM	8196 67TH ST. PINELLAS, PARK 33781	50

ARTICLE IX

SERVICE OF PROCESS

The subscribers hereto appoint: PHILIP J. TESTA 4726-B N. LOIS AVE. TAMPA, FLORIDA 33614 , as resident agent of this corporation as agent for the service of process.

ARTICLE X

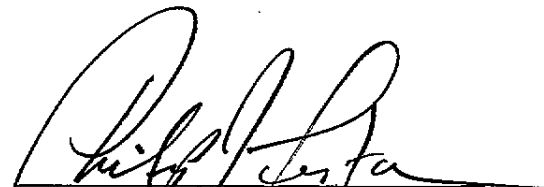
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting, by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, The subscribers have unto set their hands and seal this 26TH day of APRIL 2000 A.D.


WILLIAM G. WRIGHT

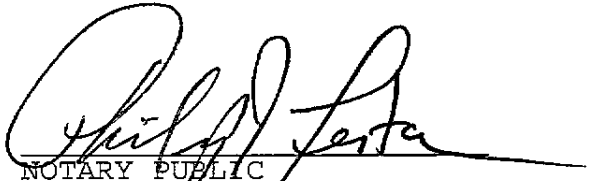

CLINTON D. GILLIAM


RESIDENT AGENT

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized in the State and County of the above named, to take acknowledgments, personally appeared: WILLIAM G. WRIGHT AND CLINTON D. GILLIAM , to me known to the person(s) described as subscribers in and executed the foregoing Articles of Incorporation, and they acknowledge before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State above this 26TH day of APRIL 2000 A.D.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:

OFFICIAL NOTARY SEAL
PHILIP J TESTA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC566659
MY COMMISSION EXP. JULY 13, 2000

FILED

00 MAY -1 AM 11:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING
RESIDENT AGENT

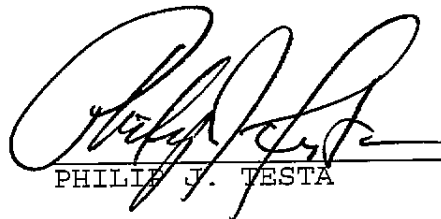
OF

SOUTHEAST REGIONAL PARTS DISTRIBUTION, INC.

Pursuant to the provision of Section 48.091, Florida Statutes,
SOUTHEAST REGIONAL PARTS DISTRIBUTION, INC., desiring to organize under the
laws of the State of Florida and to locate its principal place of
business in Tampa, Florida, at the address indicated in the Articles
of Incorporation, filed with the Department of State coincidentally with
this certificate, has named PHILIP J. TESTA 4726-B N. LOIS AVE. TAMPA
FLORIDA 33614, as its agent to accept service of process within
this State.

A C K N O W L E D G E M E N T

Having been named to accept service of process for the above
named corporation at the designated in this certificate, I hereby
accept to act in this capacity and agree to comply with the provisions
of section 48.091, Florida Statutes, relative to keeping open my
office.


PHILIP J. TESTA