

GRIECO & SCALERA, P.A.

ATTORNEYS AND COUNSELORS AT LAW  
3109 45TH STREET, SUITE 100  
WEST PALM BEACH, FLORIDA 33407

MARK M. GRIECO

TELEPHONE (561) 687-0748  
FACSIMILE (561) 687-8010

D.J. "JACK" SCALERA, III

00000052566

TRANSMITTAL LETTER

April 26, 2000

600003262166-0  
-05/22/00-01124-020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

Subject: 1800CarParts, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75.

Sincerely,

*Mark M. Grieco*

Mark M. Grieco

enclosures

FILED  
2000 MAY 22 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OK 5/31

FILED

2000 MAY 22 PM 12: 06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**1800CARPARTS.COM, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation shall be 1800CarParts.com, Inc.

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 3109 45th Street, West Palm Beach, FL 33407.

**ARTICLE III: CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

**ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent is Mark Grieco and the address is 3109 45th Street, West Palm Beach, FL 33407.

**ARTICLE V INCORPORATOR**

The name and address of the person signing these Articles is as follows:

Martin Medve                      3109 45th Street  
West Palm Beach, FL 33407

**ARTICLE VI INDEMNIFICATION**

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

**ARTICLE VII INITIAL BOARD OF DIRECTORS**

This Corporation shall have three (3) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this Corporation are as follows:

Martin Medve                      3109 45th Street  
West Palm Beach, FL 33407

Christine Grieco                  3109 45th Street  
West Palm Beach, FL 33407

Ellen Marmon                      3109 45th Street  
West Palm Beach, FL 33407

**ARTICLE VIII BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE IX    AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholder's meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned has executed these Articles of Incorporation this 05 day of May, 2000.

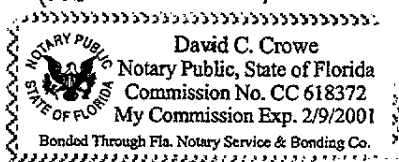
Martin S. Medve  
Signature/Title

STATE OF FLORIDA        )  
                                  ) SS  
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Martin S. Medve, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and county aforesaid this 05 day of May, 2000.

(NOTARY SEAL)



David C. Crowe

Notary Public  
State of Florida  
My Commission Expires: 2-9-2001

FILED

2000 MAY 22 PM 12: 06

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes, the undersigned company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the company is: 1800CarParts.Com, Inc.
2. The name and address of the registered agent and office is:

Mark M. Grieco, Esq.  
3109 45th Street  
West Palm Beach, FL 33407

Signature Mark M. Grieco

Title: president

Date: 05 May, 2000

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 Mark M. Grieco

Date: 4/26/2000