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September 21, 2000

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State of Florida
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FEDERAL EXPRESS

RE: Cloud Auto Parts of Chipley, Inc.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of the above-referenced business corporation. Also enclosed is our firm's check in the amount of \$78.75 to cover applicable filing fees. Please return one certified copy of the Articles of Incorporation to the undersigned via the enclosed pre-paid and self-addressed Federal Express package.

Thank you in advance for your assistance in this matter. If you have any questions or need any further information, please do not hesitate to call.

Very truly yours,

JOHNSTON, HINESLEY, FLOWERS & CLENNEY, P.C.

R. Eugene Clenney, Jr.

REC/mcc

Enclosures

FILED
00 SEP 25 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESNUT SEPT 26 2000

**ARTICLES OF INCORPORATION
OF
CLOUD AUTO PARTS OF CHIPLEY, INC.**

FILED
00 SEP 25 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION: The name of the corporation shall be "Cloud Auto Parts of Chipley, Inc."

ARTICLE II

PRINCIPAL PLACE OF BUSINESS, REGISTERED OFFICE AND AGENT: The location and mailing address of the initial principal place of business and the registered office of the corporation shall be 684 Seventh Street, Chipley, Florida 32428, and the initial registered agent at such address shall be Michael Lawrence Cloud.

ARTICLE III

SHARES: The corporation shall be authorized to issue 1,000 common shares having a par value of One Dollar (\$1.00) each.

ARTICLE IV

(A) INCORPORATORS: The names and street addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael Lawrence Cloud	684 Seventh Street Chipley, Florida 32428

(B) DIRECTORS: The initial board of directors shall consist of one (1) director, and such number thereafter as may be fixed by the bylaws. The name and address of the person who is to serve as director until the first annual meeting of the shareholders, or until his successors are elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael Lawrence Cloud	684 Seventh Street Chipley, Florida 32428

IN WITNESS WHEREOF, We, the undersigned, have hereunto set our hands and seal and executed these Articles of Incorporation this the 21 day of September, 2000.


Michael Lawrence Cloud, Incorporator

Prepared By:

R. Eugene Clenney, Jr., Esq.
JOHNSTON, HINESLEY, FLOWERS & CLENNEY, P.C.
Attorneys At Law
Post Office Box 2246
Dothan, Alabama 36302

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is **Cloud Auto Parts of Chipley, Inc.**
2. The street address of the registered office is 684 Seventh Street, Chipley, Florida 32428.
3. The name of the registered agent at the registered office is Michael Lawrence Cloud.

Dated September 21, 2000.

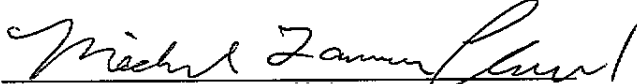
**CLOUD AUTO PARTS OF CHIPLEY
INC.**

By: 

**Michael Lawrence Cloud,
Its President**

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. If 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.

Dated September 21, 2000.


Michael Lawrence Cloud