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JENNIFER L. WHITELOW

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INTELLECTUAL PROPERTY
AND RELATED CAUSES

VIA FEDERAL EXPRESS 7911 3758 3986

October 24, 2000

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

FILED
00 OCT 25 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Incorporation: Autoparts-Central, Inc.

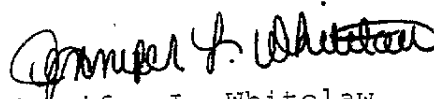
Dear Sir or Madam:

I enclose for filing the Articles of Incorporation for Autoparts-Central, Inc. Please file immediately and return the certificate and all other corporate documents to the corporation c/o my office at the above address.

Also enclosed is my law office check for all government, filing, issue, and certification fees.

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*****78.75 *****78.75

Sincerely,


Jennifer L. Whitelaw

Enclosures - 2

cc: Terry Levine

Articles of Incorporation of Autoparts-Central, Inc.

The undersigned acting as incorporator of a corporation under the Florida Business Corporations Act adopts the following Articles of Incorporation of such corporation:

ARTICLE I NAME

The name of the corporation is Autoparts-Central, Inc.

The mailing address is c/o Law Offices of Jennifer L. Whitelaw, 3838 Tamiami Trail North, Third Floor, Naples, Florida 34103.

ARTICLE II CORPORATE DURATION

The period of its duration is Perpetual.

ARTICLE III PURPOSES

The purpose is to sell and distribute automobile parts and accessories on the Internet and through all other known channels, and any other activity or business permitted under the laws of the United States and Florida.

ARTICLE IV CAPITALIZATION

The Corporation shall have the authority to issue 1,000 shares of common stock with \$1.00 par value.

ARTICLE V REGISTERED OFFICE AND AGENT, INCORPORATOR

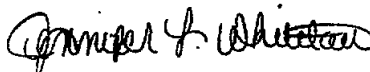
The address of the initial registered office is Law Offices of Jennifer L. Whitelaw, 3838 Tamiami Trail North, Third Floor, Naples, Florida 34103, and the name of its initial registered agent and incorporator at said address is Jennifer L. Whitelaw.

ARTICLE VI DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one, whose name and address are:

Terry Levine, 2250 Ibis Isle Road East, Palm Beach, Florida 33480-5310.

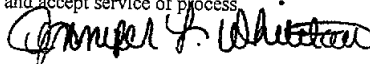
Dated: October 24, 2000.



Jennifer L. Whitelaw
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned designated as the registered agent hereby agrees to comply with the provisions of the Florida Business Corporation Act, to accept this capacity, maintain the designated place, and accept service of process.



Jennifer L. Whitelaw
Registered Agent

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TALLAHASSEE, FLORIDA

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