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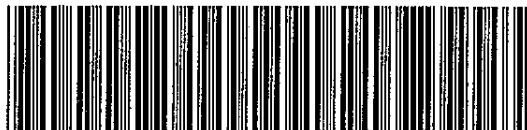
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NORMAN A. PALUMBO, JR., ESQUIRE
Attorney and Counselor at Law
P.O. Box 10845
Tampa, Florida 33679-0845
Telephone 813/831-4379
Facsimile 813/832-6803
email NAP_law@hotmail.com
Sallie Ann Palumbo - Legal Assistant

August 6, 2004

Secretary of State
Charter Division
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation - Corporation For Profit
PAT EMBRY PARTS 4 LESS INDEPENDENT DISTRIBUTOR, INC.

Dear Ladies and Gentlemen;

Enclosed please find (original and one copy) Articles of Incorporation, Acceptance by Registered Agent and a check for all filing fees in the amount of \$122.50. Please provide a certified copy of Articles after filing with your office.

Please direct all return correspondence to my attention. I remain,

Very truly yours,



Norman A. Palumbo, Jr., Esquire

enclosure:

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ARTICLES OF INCORPORATION
of
PAT EMBRY PARTS 4 LESS INDEPENDENT
DISTRIBUTOR, INC.
(a Corporation for Profit)

The undersigned, **PATRICK H. EMBRY**, does hereby associate for the purposes of forming and becoming a corporation for profit, under the laws of the state of Florida, and does hereby certify the establishment of a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I. NAME - The name of the Corporation is **PAT EMBRY PARTS 4 LESS INDEPENDENT DISTRIBUTOR, INC.**

ARTICLE II. NATURE OF BUSINESS - The general nature of the business to be transacted by this corporation is as follows, including but not limited to:

1. To do all things as deemed lawful under the laws of the United States of America, including the Internal Revenue Code, and to engage in the same or other character of business, whether as Subchapter S, C, or otherwise; the State of Florida or any other state, country, nation or territory;
2. To conduct business in, have one or more offices in, and buy, hold mortgage, sell convey, lease, rent or otherwise dispose of real and personal property, including franchises, patents, patents, copyrights, trademarks, and licenses in the state of Florida and in all other states and countries;
3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;
4. To engage in business and to purchase the corporate assets of any other corporation and engage in the same or other character of business, whether Subchapter S, C, or otherwise;
5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the state of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;
6. To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the Corporation, and to invest, trade, and deal in any such property deemed beneficial to the Corporation, and to lease, rent, encumber or dispose of any personal property at any time owned of held by the corporation;
7. To buy and sell all kinds of property, both real and personal, tangible and intangible, to borrow money, issue promissory notes and other evidence of indebtedness. To own, buy, mortgage, sell, or otherwise dispose of and to deal with property of all kinds, as well as capital stock and shares of this corporation and that of other corporations as may be owned by it, the same as a natural person might do, and to enter into such agreements as may be or seem necessary to carry out the same, and to attain the objects and purposes herein expressed, implied and intended; and to contract with any further and other business necessary to facilitate the same.

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DIVISION OF CORPORATIONS

8. To become a member of and enter into any partnership or agreement for sharing profits with any person, firm, entity or corporation.

9. To carry on any and all of its operation and business, and to promote its objectives within the state of Florida or elsewhere, without restrictions as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations

10. To do any and all things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, otherwise alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

11. **To provide after-market parts and equipment and related services.**

THE INTENTION is that none of the objects and powers as herein above set forth, except where otherwise specified in these Articles, shall be in any wise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of these Articles or any other Article in this Certificate, but that the powers and objects specified in each of the sections in these Articles shall be regarded as independent powers and objects. Upon incorporation, compliance will be made to the Internal Revenue Service, per the United States Internal Revenue Code, as amended and to state and local authorities, as applicable, and to apply for Subchapter S or C corporate tax status.

ARTICLE III. CAPITAL STOCK - The maximum number of shares that this corporation is authorized to have outstanding at any one time is: **500 shares of common stock - par value \$1.00 per share.**

ARTICLE IV. INITIAL CAPITALIZATION - The amount of capital with which this corporation will begin business is **FIVE HUNDRED DOLLARS (\$500.00).**

ARTICLE V. TERM OF EXISTENCE - The term for which this corporation is to exist shall be perpetual, unless sooner dissolved pursuant to law.

ARTICLE VI. BUSINESS ADDRESS - The principal office of this corporation shall be and is located at **1812 Watrous Avenue, Apt #6, Tampa, FL 33606.** The Post Office address of the principal office of this corporation is **1812 Watrous Avenue, Apt #6, Tampa, FL 33606.**

Said corporation, however, may establish branch offices in any other state or places, and may change the place of its principal office as and when it is deemed advisable by its Board of Directors.

ARTICLE VII. DIRECTOR(S) - This corporation shall have **one (1) Director** initially. The number of Directors may be increased or diminished from time to time, by the Bylaw of the corporation. The names and post office address of the member(s) of the first Board of Directors are:

PATRICK H. EMBRY, 1812 Watrous Avenue, Apt #6, Tampa, FL 33606

ARTICLE VIII. INCORPORATORS AND SUBSCRIBERS - The name and post office address of each Incorporator and Subscriber of these Articles of Incorporation is: **PATRICK H. EMBRY, 1812 Watrous Avenue, Apt #6, Tampa, FL 33606.**

ARTICLE IX. STOCK AND DISTRIBUTION - The number of shares of stock each agrees to take and to hold and the value of the consideration thereof is:

Stock distribution: 500 Shares initially authorized at a total value of \$500.00. Initial stock issue of 500 shares with 500 shares to:

PATRICK H. EMBRY, 1812 Watrous Avenue, Apt #6, Tampa, FL 33606
(Common stock)

ARTICLE X. OFFICERS - The names of the officer(s) who are to serve until the first election next following the filing of the Articles of Incorporation are as follows:

President/Secretary/Treasurer

PATRICK H. EMBRY, 1812 Watrous Avenue, Apt #6, Tampa, FL 33606

ARTICLE XI. INITIAL RESIDENT AGENT - The Corporation, through its subscribers and corporate officers, has named **PATRICK H. EMBRY, 1812 Watrous Avenue, Apt #6, Tampa, FL 33606** as its initial resident agent, who has a physical location and mailing address of **1812 Watrous Avenue, Apt #6, Tampa, FL 33606**, who shall serve as the Corporation's Agent of Record to accept service or process within this state.

ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION AND EFFECTIVE DATE The Articles of Incorporation may be amended from time to time as allowed by law.

This Corporation shall begin its existence upon the effective date as specified herein, unless otherwise provided by law. The effective date of this corporation shall be upon the filing and acceptance by the Secretary of State.

ARTICLE XIII. BYLAWS - The Bylaws of this corporation may be made, altered or rescinded from time to time as allowed by law.

IN WITNESS WHEREOF, the undersigned Incorporator and Subscriber, **PATRICK H. EMBRY**, and the witnesses, respectively have hereunto set our hands and seals, for the purpose of forming this corporation under the laws of the state of Florida, and hereby make and file in the Office of the Secretary of State for the State of Florida these Articles of Incorporation, and certify that the facts stated herein are true to the best of information, knowledge and belief.

WITNESSES:

Signature

NICHOL G. EMBRY

Printed name

2308 SOUTH CLARK AVE

Address

Tampa, FL 33629

813-258-4281

Telephone

PATRICK H. EMBRY

Signature

Constance E. Hogan

Printed name

14707 Carnation Dr

Address

Tampa, FL 33613

813 961-1995

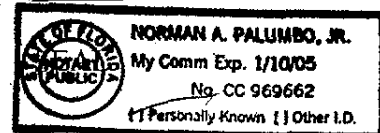
Telephone

STATE OF FLORIDA }
COUNTY OF _____ }

BEFORE ME, one empowered to take oaths and acknowledgments, personally appeared **PATRICK H. EMBRY**, to me well known or who has produced _____ as identification, and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that the same was executed for the purposes therein expressed.

WITNESS my hand and seal this _____ day of _____, 2004.

NOTARY PUBLIC- STATE OF FLORIDA
My Commission expires: _____
My Commission No. _____



PAT EMBRY PARTS 4 LESS INDEPENDENT DISTRIBUTOR, INC.

DESIGNATION AND ACKNOWLEDGMENT OF RESIDENT AGENT

TO: STATE OF FLORIDA
OFFICE OF SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within the State, Naming Agent Upon Whom Process May Be Served and the Names and Addresses of the Directors and Officers:

In pursuance of Chapter 48, Florida Statutes, as amended, the following is submitted, in compliance with said chapter:

That **PAT EMBRY PARTS 4 LESS INDEPENDENT DISTRIBUTOR, INC.**, a corporation duly organized and existing under the Laws of the State of Florida and with a physical address and post office mailing address of **1812 Watrous Avenue, Apt #6, Tampa, FL 33606**, has named **PATRICK H. EMBRY**, located at **1812 Watrous Avenue, Apt #6, Tampa, FL 33606**, as its Agent of Record to accept service or process within this state.

By:


PATRICK H. EMBRY
Corporate Officer


**PAT EMBRY PARTS 4 LESS INDEPENDENT DISTRIBUTOR, INC.
ACKNOWLEDGMENT BY RESIDENT AGENT**

HAVING BEEN named to accept service of process for the above stated corporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the law relative as to times and hours as to availability of service of process.

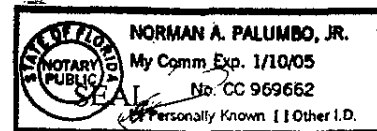
By:


PATRICK H. EMBRY
Resident Agent

PERSONALLY APPEARED and SUBSCRIBED before me, this ____ day of _____, 2004.



NOTARY PUBLIC - STATE OF FLORIDA
My Commission expires: _____
My Commission No. _____



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