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January 5, 1995

Secretary of State  
Corporation Division  
P.O. Box 6100  
Tallahassee, Florida

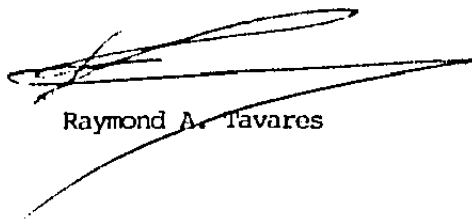
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\*\*\*\*122.50 \*\*\*\*122.50

RE: INCORPORATION OF MIDTOWN AUTO PARTS, INC.

Dear Sir:

Enclosed please find the original proposed Articles of Incorporation for Midtown Auto Parts, Inc., and check in the amount of \$122.50 for filing. Kindly forward the Certificate of Incorporation to the undersigned.

Very truly yours,



Raymond A. Tavares

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encl.

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CORPORATION DIVISION  
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ARTICLES OF INCORPORATION  
OF  
MIDTOWN AUTO PARTS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I, NAME AND ADDRESS

The name of the corporation is MIDTOWN AUTO PARTS, INC., the mailing address of the corporation is: 2926 N. Nebraska Ave, Tampa, Florida 33602.

ARTICLE II, DURATION

The duration of a corporation is perpetual.

ARTICLE III, PURPOSE

The general purposes for which the corporation is organized are to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

ARTICLE IV, SHARES

The aggregate number of shares which the corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V, INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2926 N. Nebraska Avenue, Tampa, Florida and the name of its initial registered agent at that address is Willie Consuegra.

ARTICLE VI, INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is 1. The number of directors may be increased or decreased from time to

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time in accordance with the by-laws but shall never be less than 1. The name and address of each initial director of the corporation is as follows: Willie Consuegra, 3920 W. Flora Street, Tampa, Florida

#### ARTICLE VII, INCORPORATORS

The name and address of each incorporator is as follows: Willie Consuegra, 3920 W. Flora Street, Tampa, Florida.

#### ARTICLE VIII, AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE IX, INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

#### ARTICLE X, PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

#### ARTICLE XI, BY-LAWS

The power to adopt, alter, amend and repeal the by-laws shall be vested in the Board of Directors.

#### ARTICLE XII, COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not filed by the

Florida Department of State within five (5) business days after that date,  
then corporate existence shall commence upon filing by the Department of State.

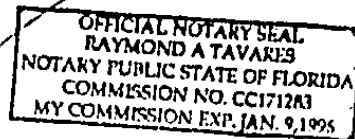
IN WITNESS WHEREOF, the undersigned has signed these Articles of  
Incorporation on this 5th day of January, 1998.

Willie Consuegra  
WILLIE CONSUEGRA

SWORN TO AND SUBSCRIBED before me on this 5th day of January,  
1998, (personally known or identification produced                     )

[Signature]  
NOTARY PUBLIC, State of Florida

My Commission Expires:



ACCEPTANCE BY DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having being named as registered agent and to accept service of process for the above stated corporation at the place designated in this statement, 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.

Willie Consuegra  
WILLIE CONSUEGRA

1/5/95  
DATE

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