

P95000024585-

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
55 MAR 28 AM 11:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AB3/28/55

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY SW _____

WALK-IN
Will Pick Up 3:28 11:46

RE: Automotive Import Parts of
ET. Walton Beach, Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input checked="" type="checkbox"/> Photo Copy		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -	400001441034	
<input type="checkbox"/> Fictitious Name File	-03/28/95--01024--009	
	*****70.00 *****70.00	
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

RECEIVED
65 MAR 28 AM 9:59
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
AUTOMOTIVE IMPORT PARTS OF FT. WALTON BEACH, INC.

FILED
95 MAR 28 AM 11:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE - NAME

The name of the corporation is AUTOMOTIVE IMPORT PARTS OF FT. WALTON BEACH, INC.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one (\$1.00) dollar par value common stock.

ARTICLE FIVE - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation and mailing address is 29 S.E. Eglin Parkway, Ft. Walton Beach, Florida 32548 and the name of the initial registered agent of this corporation at that address is Steven E. Campbell.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have two director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director(s) of this corporation are:

NAME

ADDRESS

Steven E. Campbell

29 S.E. Eglin Parkway
Ft. Walton Beach, FL 32548

Frank D. Campbell

67 Deluna Drive
Pensacola, FL 32506

ARTICLE EIGHT - INCORPORATOR

The name and address of the person signing these Articles is Steven E. Campbell, 29 S.E. Eglin Parkway, Ft. Walton Beach, Florida 32548.

ARTICLE NINE - BY-LAWS

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

ARTICLE TEN - INDEMNIFICATION

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

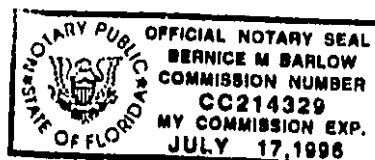
IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation on this ____ day of March, 1995.

Steven E. Campbell
Steven E. Campbell, Subscriber

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this
24th day of March, 1995 by Steven E. Campbell, who is/are
personally known to me or who has produced Florida Driver's License as
identification and who did not take an oath.

Bernice M. Barlow
Printed name: _____
Notary Public - State of Florida
My commission expires: _____
Commission number: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

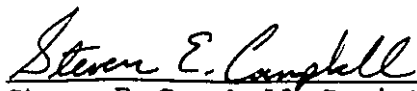
AUTOMOTIVE IMPORT PARTS OF FT. WALTON BEACH, INC.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--that Automotive Parts of Ft. Walton Beach, Inc.
desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the Articles of Incorporation
at City of Ft. Walton Beach, County of Santa Rosa, State of
Florida, has named Steven E. Campbell, located at 29 S.E. Eglin
Parkway, Ft. Walton Beach, Florida 32548, City of Ft. Walton Beach,
County of Santa Rosa, State of Florida, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.


Steven E. Campbell, Registered Agent