

P95000030953

TRANSMITTAL LETTER

April 14, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600001458496
-04/13/95--01025--009
*****78.75 *****78.75

RE: DUNCAN ENTERPRISES/AUTO PARTS, Inc.
Proposed Corporate Name

Enclosed please find two originals of the articles of incorporation and certificate of designation for registered agent/registered office for the above corporation. A certified copy is not requested at this time. Please use the second original as file/return copy. I have further enclosed a check for \$78.75 to cover the filing fee for this new corporate entity. Also please forward a certificate of status.

FROM: ROBERT L. DUNCAN
Incorporator
DUNCAN ENTERPRISES/AUTO PARTS, Inc.
5272 Letha Street
Orlando, FL 32811

Thank you for your prompt attention to the filing and creation of this new entity.

Cordially,

Robert L. Duncan

ENCLOSURES

NANCY HENDRICKS APR 20 1995

FILED
95 APR 17 AM 9 40
TALLAHASSEE, FL
SECRETARY OF STATE

**Articles of Incorporation
for
DUNCAN ENTERPRISES/AUTO PARTS
Inc.**

FILED

95 APR 17 21 10 49

SECRET
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is: **DUNCAN ENTERPRISES/AUTO PARTS, Inc.**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in the business of the acquisition and sale of auto parts for wholesale, retail outlets, and all contractual related services, along with any and all other business permitted under the laws of the United States of America and the great state of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having par value of at least \$1.00 per share. Par value may be issued only for consideration having a value, in the judgment of the board of directors, at least equivalent to the full par value of the stock to be issued. No par shares may be issued only for such consideration as is determined by the board of directors. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these articles with the Secretary of State for the State of Florida.

ARTICLE V. INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

**ROBERT L. DUNCAN
5272 Letha Street
Orlando, FL 32811
(407) 851-7451**

The board of directors from time to time may move the Registered Office to any other address in the state of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders and board of directors, but shall never be less than one.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The names of the initial board of directors of this corporation are:

- (1) ROBERT L. DUNCAN

The person named as initial director shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and has qualified, whichever occurs first. The address and phone number for the initial director is listed in article viii.

ARTICLE VIII. INCORPORATORS

The names and street address of the persons signing these articles of incorporation as the incorporators are:

- (1) ROBERT L. DUNCAN
5272 Letha Street
Orlando, FL 32811
(407) 851-7451

ARTICLE IX. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5272 Letha Lane, Orlando, FL 32811

ARTICLE X. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ATTESTATION

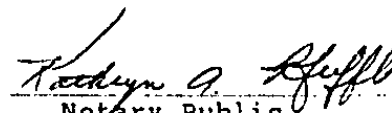
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on April 14, 1995.


ROBERT L. DUNCAN
Incorporator

State of Florida
County of Orange

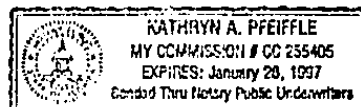
BEFORE ME, a Notary Public, personally appeared ROBERT L. DUNCAN known to be the person described as Incorporator of DUNCAN ENTERPRISES/AUTO PARTS, Inc. and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on April 14, 1995.

STATE OF FLORIDA
COUNTY OF Orange
The foregoing instrument was acknowledged before me this
14th day of April, 1995, by Robert L. Duncan
who is personally known to me or who has produced
L.H. Oliver, Jr. as identification


Notary Public

KATHRYN A. PFEIFFLE
Printed Name of Notary

My commission expires: 1-26-97
My commission number is: cc 255405



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE

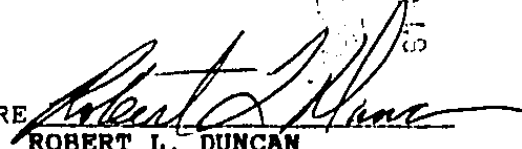
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is DUNCAN ENTERPRISES/AUTO PARTS, Inc.

2. The name and address of the registered agent and office is:

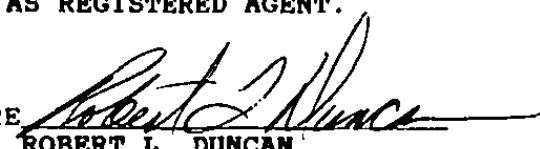
ROBERT L. DUNCAN
5272 Letha Street
Orlando, FL 32811

SIGNATURE


ROBERT L. DUNCAN
Incorporator
April 14, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

SIGNATURE


ROBERT L. DUNCAN
April 14, 1995