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May 15, 1995

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

Re: ROD'S AUTO PARTS, INC.

Dear Sir or Madam:

Enclosed are an original and one copy of the articles of incorporation for the above corporation and a check in the amount of \$122.50 for filing fee, designation of registered agent, and certified copy of the articles.

Thank you,


Timothy H. Wells

Enclosures

FILED
95 MAY 17 PM 2:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION

OF

ROD'S AUTO PARTS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be: ROD'S AUTO PARTS, INC.

ARTICLE II

PRINCIPAL OFFICE

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

3027-A Main Street
Vernon, Florida 32462

ARTICLE III

CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 600 shares.

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TALLAHASSEE FLORIDA

ARTICLE IV
INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Rodney Reese Wells
3027-A Main Street
Vernon, Florida 32462

ARTICLE V
INCORPORATORS


The name and street address of the incorporator to these Articles of
Incorporation is:

Rodney Reese Wells
3027-A Main Street
Vernon, Florida 32462

ARTICLE VI
OFFICERS

The corporation shall have a president, vice-president, and secretary/treasurer.
An officer may hold multiple offices. Initial president shall be Rodney Reese Wells,
initial vice-president shall be Robert Reese Wells, and initial secretary/treasurer shall be
Karen Anne Wells.

The undersigned has executed these Articles of Incorporation this 15 day
of May, 1995.



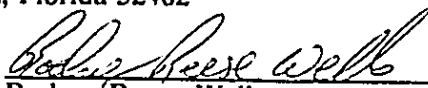
Rodney Reese Wells, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §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: ROD'S AUTO PARTS, INC.
2. The name and address of the registered agent and office is:

Rodney Reese Wells
3027-A Main Street
Vernon, Florida 32462


Rodney Reese Wells
President

Date: 5-15-95

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.


Rodney Reese Wells

Date: 5-15-95

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TALLAHASSEE FLORIDA