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GRANVILLE C. BURGESS

Attorney at Law

301 1/2 Centre Street (32034)
Post Office Box 1493 (32035-1493)
Fernandina Beach, Florida
904/277-3850
FAX 904/261-9247

June 1, 1995

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****122.50 ****122.50

Secretary of State
Division of Corporations
P.O. Box 5588
Tallahassee, FL 32314

RE: Articles of Incorporation
Nassau Auto Parts, Inc.

Dear Sirs:

Enclosed herewith is my check in the amount of \$122.50 to
file enclosed Articles of Incorporation for Nassau Auto Parts,
Inc.

Thank you for your assistance in this matter.

Sincerely,


Granville C. Burgess

GCB/jm
enclosures (3)

RECEIVED
JUN 1 1995
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

R95-22-85
SDG

ARTICLES OF INCORPORATION
OF
NASSAU AUTO PARTS, INC.

FILED
55 JUN -5 AM 8:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Nassau Auto Parts, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of Retail Sales and Wholesale Sale of Motor Vehicle Parts and Supplies engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 500 shares of Common Capital Stock at \$1.00 par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be 3. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

W. Johnny Southerland
4 Waterford Lane
Savannah, Georgia 31411

Jack Alan Southerland
4 Waterford Lane
Savannah, Georgia 31411

Angela Southerland
4 Waterford Lane
Savannah, Georgia 31411.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 301 1/2 Centre Street, Fernandina Beach, Florida 32034.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Granville C. Burgess, Esquire.

ARTICLE X. INCORPORATOR

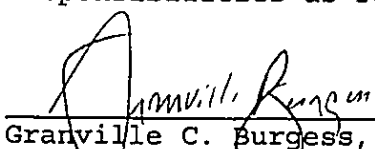
The name and address of the individual who shall serve as this corporation's incorporator are: W. Johnny Southerland, 4 Waterford Lane, Savannah, Georgia 31411.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


W. Johnny Southerland - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Nassau Auto Parts, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Nassau Auto Parts, Inc.


Granville C. Burgess, Esquire - Registered Agent

State Of Florida

County Of Nassau

On June 1, 1995, W. Johnny Southerland, designated above as the individual who shall serve as the corporation's initial incorporator, who is personally known to me, or produced a Georgia driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Nassau Auto Parts, Inc.

Joyce A. Middleton
Notary Public

JOYCE A. MIDDLETON
(Notary Public - Printed Or Typed Name)



JOYCE A. MIDDLETON
My Commission CC463491
Expires Aug. 19, 1999
Bonded by HAI
800-422-1555

Commission Expiration Date & Commission Number:

(SEAL)

FILED
95 JUN -6 AM 9:54
CLERK OF STATE
TALLAHASSEE FLORIDA

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Articles Of Incorporation Of Nassau Auto Parts, Inc.