

(800) 355-7450
FAX (800) 350-5270

EUGENE LOFTIN
ATTORNEY AT LAW
10 SOUTH NEWMAN STREET
JACKSONVILLE, FLORIDA 32202

P95000059746

2000001551152
-08/01/95-01151-007
*****70.00 *****70.00

Secretary of State
Division of Incorporation
P.O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

Enclosed please find the following:

1. Articles of Incorporation for KING'S PICK APART, INC..
2. Copy of the articles
3. Acceptance of Registered Agent;
4. Check in the amount of \$70.00 to cover the filing fee for the articles of incorporation (\$35) and acceptance (\$35). It is not necessary for us to obtain a certified copy.

Thank you for your assistance in this matter

Sincerely yours,



Eugene Loftin

EL\sd
enclosures (4)

AUG 2 1995 BSB

FILED
95 AUG -1 PM 3:40

FILED

95 AUG -1 PM 3:40

CERTIFICATE OF INCORPORATION

OF

KING'S PICK APART, INC.

We, the undersigned, hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of this corporation shall be KING'S PICK APART, INC..

ARTICLE II

Nature of Business

The general purpose for which this corporation is organized is as follows:

(a) To engage in the purchase and sale of used motor vehicles, salvaging parts from damaged vehicles, purchase and the purchase and sale of used motor vehicle parts.

(b) To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

(c) To do all things incident to this business, including but not limited to hiring employees, advertising, obtaining licenses, owning property, entering into contracts and borrowing money. Nothing herein shall restrict or limit these general purposes in any way.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of

Two Hundred Fifty Thousand (250,000) shares of stock with a par value of one cent per share (\$00.01) par value. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or services at a just valuation to be fixed by the directors. Property or labor may also be purchased with the capital stock at reasonable and fair value as determined by the directors and agreed upon by the subscriber.

ARTICLE IV

Amount of Capital With Which to Begin Business

The amount of capital with which to begin this business shall be One Thousand Dollars (\$1 ,000.00) Dollars.

ARTICLE V

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office

The initial principal office and mailing address of this corporation shall be 3422 Old King's Road, Jacksonville, Florida 32202. This shall be the registered office and Joe Larry Austin shall be the registered agent.

ARTICLE VII

Number of Directors

The number of directors shall be two and the by-laws may provide for an increase or decrease in the number of directors as is authorized by law. Directors shall be elected at the annual meeting of shareholders by shareholders

as provided in the by-laws. Vacancies on the board of directors for any reason may be filled to serve the balance of the term by a majority vote of the existing directors.

ARTICLE VIII

Name and Post Office Address of the Members of the First Board of Directors

The name and post office address of the members of the first board of directors is as follows:

Joe Larry Austin
2547 Forbes Street
Jacksonville, FL 32202

James R. Johnson
22 Marsh Creek Road
Amelia Island, FL 32034

ARTICLE IX

Subscribers and Number of Shares

The name and post office address of each subscriber to the Certificate of Incorporation and the number of shares agreed upon is as follows:

Subscriber:	Shares:
Joe Larry Austin 2547 Forbes Street Jacksonville, FL 32202	10,000
James R. Johnson 22 Marsh Creek Road Amelia Island, FL 32034	10,000

ARTICLE X

RESTRICTED TRANSFER

All share certificates issued shall reflect on the face that a transfer is restricted as required by Florida Statute, section 607.0627. It is contemplated that each shareholder shall provide services to the corporation and have familiarity with the operations of the business. Shares may not be transferred without the unanimous consent of all directors. No shareholder may pledge or alienate any interest in the shares without the unanimous consent of all directors. In the event, a shareholder can not provide services or there is a


necessity for any shares to be transferred, the corporation has a first option to acquire all such shares for the par value of \$.01 per share.

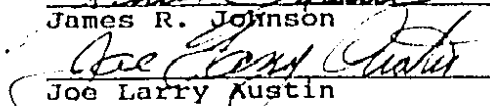
ARTICLE XI

AMENDMENTS

The articles of incorporation may be amended in a manner provided by law. Every amendment shall be approved by the holder or holders or a majority of the stock with the right to vote thereon.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation at Jacksonville, Duval County, Florida, for the uses and purposes aforesaid on this 28th day of July, 1995.

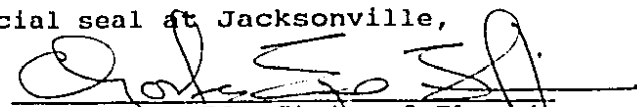

James R. Johnson


Joe Larry Austin

STATE OF FLORIDA
COUNTY OF DUVAL

Personally appeared before me, the undersigned authority, James R. Johnson and Joe Larry Austin, who are known to me to be the persons described in and who executed the foregoing Certificate of Incorporation, for KING'S PICK APART, INC., and each acknowledged the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal at Jacksonville, Florida, this 28th July, 1995.

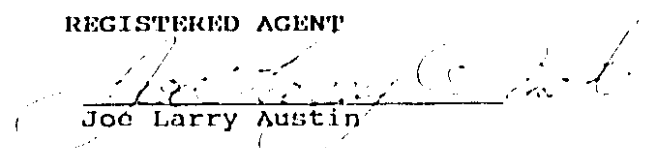

NOTARY PUBLIC, State of Florida
My commission expires:

ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT

FILED
95 JUL 11 3:40

The undersigned, Joe Larry Austin, designated as the registered agent for KING'S PICK APART, INC., in the certificate of incorporation for that entity filed with the Secretary of State, Division of Corporations for State of Florida, states that he is familiar with and hereby accepts the duties and responsibilities as registered agent and agrees to be fully responsible for any obligations arising therefrom. Joe Larry Austin has continuously been a resident of the State of Florida for more than a year and he is presently a resident of the State of Florida. The business address of Joe Larry Austin is the same as that of the corporation, KING'S PICK APART, INC., 3422 Old King's Road, Jacksonville, Florida 32205.

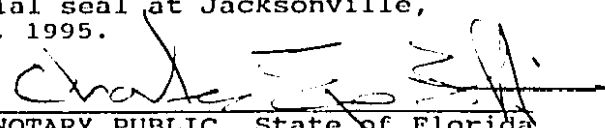
REGISTERED AGENT

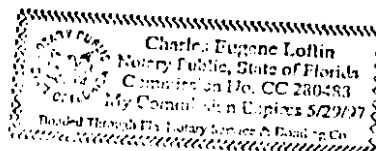

Joe Larry Austin

STATE OF FLORIDA
COUNTY OF DUVAL

Personally appeared before me, the undersigned authority, Joe Larry Austin, who is the person known to me to be the person described in and who executed the foregoing acceptance as registered agent for KING'S PICK APART, INC., a Florida corporation, and he acknowledged before me, according to law, that he made and subscribed same for the uses and purposes mentioned and set forth herein.

WITNESS my hand and official seal at Jacksonville, Florida, this 28 day of July, 1995.


NOTARY PUBLIC, State of Florida
My commission expires:



EUGENE LOFTIN
ATTORNEY AT LAW
10 SOUTH NEWMAN STREET
JACKSONVILLE, FLORIDA 32202

(904) 355 7350
FAX (904) 355 5270

P95000059746

November 28, 1995

Secretary of State
Division of Incorporation
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED
FEB 20 1996

Gentlemen:

Enclosed please find an Amendment to the Articles of Incorporation for King's Pick Apart, Inc. executed by the directors of the corporation, a copy and a check in the amount of \$35.00 to cover the filing fee.

Thank you for your assistance in this matter

Sincerely yours,

Eugene Loftin

EL\sd

enclosures (3)

FILED
96 JAN -3 10:52
Tallahassee, Florida

Amend
LFT

~~* 789, 586, 547, 671 *~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

96 JAN -8 AM 10:52

TALLAHASSEE, FLORIDA

December 6, 1995

Eugene Loftin, Esquire
10 S. Newman Street
Jacksonville, FL 32202

SUBJECT: KING'S PICK APART, INC.
Ref. Number: P95000059746

We have received your document for KING'S PICK APART, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 495A00052944

(904) 355-7350
FAX (904) 356-5270

EUGENE LOFTIN
ATTORNEY AT LAW
10 SOUTH NEWMAN STREET
JACKSONVILLE, FLORIDA 32202

FILED
96 JAN -8 AM 10:52
TALLAHASSEE, FLORIDA

December 22, 1995

Secretary of State
Division of Incorporation
P.O. Box 6327
Tallahassee, Florida 32314

re: King's Pick Apart, Inc.
P95000059746
lotter: 495A00052944

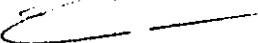
Gentlemen:

Enclosed are the following:

1. Amendment to the Articles of Incorporation forwarded to your office earlier with a check in the amount of \$35.00 to cover the filing fee,
2. Your letter dated December 6, 1995,
3. Minutes of special meeting of shareholders dated November 10, 1995.

Thank you for your assistance in this matter.

Sincerely yours,


Eugene Loftin

EL\sd
Enclosures (3)

CEIVED

1-8 AM 8:25
OF CORPORATION

FILED

96 JAN -8 AM 10:52

AMENDMENT OF CERTIFICATE OF INCORPORATION
OF

TALLAHASSEE, FLORIDA

KING'S PICK APART, INC.

We, the undersigned, hereby make, subscribe, acknowledge and file this Amendment to the Certificate of Incorporation of KING'S PICK APART, INC., a Florida corporation under the laws of the State of Florida.

ARTICLE VII

Number of Directors



The number of directors shall be two and the by-laws may provide for an increase or decrease in the number of directors as is authorized by law. Directors shall be elected at the annual meeting of shareholders by shareholders as provided in the by-laws. Vacancies on the board of directors for any reason may be filled to serve the balance of the term by a vote of the shareholders that is not inconsistent within any shareholder agreement.

ARTICLE X

AMENDMENTS

The articles of incorporation may be amended in a manner provided by law. Every amendment shall be approved by the holder or holders or a majority of the stock with the right to vote thereon. (The provision with respect to restricted transfer has been deleted.)


IN WITNESS WHEREOF, the undersigned have made and
subscribe this Certificate of Incorporation at Jacksonville,
Duval County, Florida, for the uses and purposes aforesaid on
this 14th day of November, 1995.

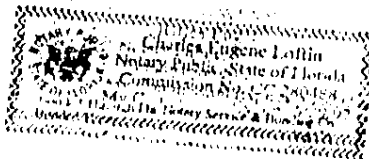

James R. Johnson

Joe Larry Austin

STATE OF FLORIDA
COUNTY OF DUVAL

Personally appeared before me, the undersigned authority,
James R. Johnson and Joe Larry Austin, who are known to me to
be the persons described in and who executed the foregoing
AMENDMENT to the CERTIFICATE OF INCORPORATION for KING'S PICK
APART, INC., and each acknowledged the same for the uses and
purposes therein mentioned and set forth.

WITNESS my hand and official seal at Jacksonville,
Florida, this 14th November, 1995.


NOTARY PUBLIC, State of Florida
My commission expires:



MINUTES OF SPECIAL MEETING OF DIRECTORS AND
SHAREHOLDERS

of

KING'S PICK APART, INC.

Date: November 9, 1995

Time: 7:00 P.M.

Place: 3494 Phillips Highway
Jacksonville, Florida 32207

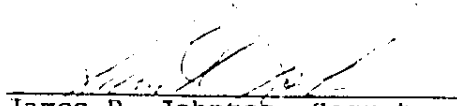
A special meeting of the directors and shareholders of KING'S PICK APART, INC. was held on the above date, time and place. The following shareholders were present at the meeting: James R. Johnson and Joe Larry Austin. This includes all existing shareholders.

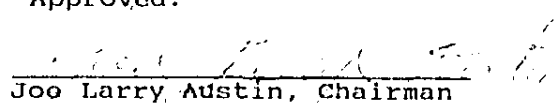
Joe Larry Austin was elected chairman of the meeting and James R. Johnson was elected secretary of the meeting.

Upon motion duly made and carried, the directors were authorized to submit an amendment to the certificate of incorporation as attached hereto as Exhibit A.

There being no further business to come before the shareholders and directors, the meeting was adjourned upon motion duly made and carried.

Approved:


James R. Johnson, Secretary


Joe Larry Austin, Chairman



AMASCO
CORPORATE DEVELOPMENT

- CENTURY 21 DRIVE
- BUILDING 103, SUITE 201
- JACKSONVILLE, FLORIDA 32216
- USA: (904) 725-9700 • FAX: (904) 725-0770
- (A Division of The American AutoSTAR Company)

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

**REGISTRATION/
QUALIFICATION**

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

100002205411--7

-06/09/97--01045--002

*****35.00 *****35.00

Examiner's Initials

James R. Johnson
Century 21 Drive - Suite 201
Jacksonville, FL 32216
Phone: (904) 725 - 9700

CONFIDENTIAL

Private and Confidential
May 14, 1997

Sandra D. Mortham
Secretary of State - Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

re: AFFIDAVIT of RESIGNATION - from King's Pick Apart, Inc.
(FEI Number: 59-3343341)

Dear Ms. Mortham:

Enclosed is the filing fee of \$35.00 to cover the following:

STATE OF FLORIDA
COUNTY OF DUVAL
CORPORATION Number: P95000059746

The following individual, after being duly sworn, state that to the best of his knowledge, information and belief, and under the penalties of perjury, that the following is true and correct:

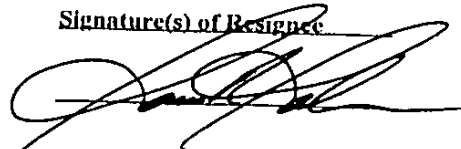
Individual

Title

Signature(s) of Resignee

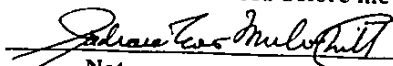
(1) James R. Johnson

Director-President



I resigned on December 17, 1996 from the titles and positions, as described above, from King's Pick Apart, Inc., a Florida corporation. Also, the corporation has been notified in writing of the above resignation.

Sworn to and subscribed before me this 14th day of May, 1997.


Notary

PADRAIC EOIN MULVIHILL
Notary Public, State of Florida
My Comm. expires June 15, 1999
Comm. No. CC 472789

My Commission expires: