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NORMAN L. SCHROEDER, II, P.A.

101 NORTH "J" STREET
POST OFFICE BOX 1191
LAKE WORTH, FLORIDA 33460

NORMAN L. SCHROEDER, II
JOSEPH M. LEE

TELEPHONE (407) 547-7587
FAX (407) 585-4649

August 23, 1995

Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Sunshine Auto Parts #3, Inc.

To Whom This Letter May Concern:

Enclosed please find Articles of Incorporation for Sunshine Auto Parts #3, Inc., with check number 2667 in the amount of \$122.50 the fee to file with your office. Also, enclosed is a extra copy to be forwarded to our office in the enclosed, pre-stamped envelope.

Should you have additional questions or concerns, please do not hesitate to contact our office.

Sincerely,

Deloris J. Johnson
Deloris J. Johnson
Assistant to
Norman L. Schroeder, II

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Encls.

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ARTICLES OF INCORPORATION
OF
SUNSHINE AUTO PARTS #3, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be: SUNSHINE AUTO PARTS #3, INC., with its principal place of business and mailing address being: 825 Southern Blvd., West Palm Beach, FL 33415.

ARTICLE II

DURATION

The duration of the Corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the

purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 101 North J Street, Suite 1, Lake Worth, Florida 33460 and the name of its initial Registered Agent at that address is NORMAN L. SCHROEDER, II.

Incorporator is as follows: Norman L. Schroeder, II, Esquire, 101 North "J" Street, Suite 1, Lake Worth, FL 33460.

ARTICLE VI

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE VII

STOCK TRANSFER RESTRICTIONS

Shares held by each Shareholder may not be sold or otherwise

transferred to other persons unless first offered to the Corporation or to the remaining Shareholders in proration to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Shareholders, but all alterations, amendments and repeals of the By-Laws must be approved by a majority of the Shareholders.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors, whose number shall be as stated in the By-laws duly adopted by the Corporation, but in no case less than one. Until the election and qualification of the first Board of Directors, the sole director shall be Tony Hernandez, 2590 Myrica Road, West Palm Beach, FL 33406.

IN WITNESS WHEREOF the undersigned has signed these Articles of Incorporation on this 17th day of August, 1995.



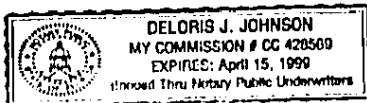
Norman L. Schroeder, II

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared,
Norman L. Schroeder, II and to me personally known and known to
me to be the person described in and who executed the foregoing
Articles of Incorporation and acknowledged to and before me that
the executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 17th day of August,
1995.

Deloris J. Johnson
Notary Public, State of Florida at Large
My commission expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered
Agent of SUNSHINE AUTO PARTS #3, INC., which is contained in the
foregoing Articles of Incorporation.

DATED this 17th day of August, 1995.

Norman L. Schroeder, II
NORMAN L. SCHROEDER, II
Registered Agent