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August 31, 1995

State of Florida
Department of State
Corporations Division
Post Office Box 6327
Tallahassee, FL 32314

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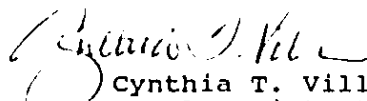
Re: Brevco Auto Parts, Inc.

Gentlemen/Mesdames:

I am enclosing the original and one copy of proposed Articles of Incorporation of the referenced corporation. I am further enclosing my firm's check in the amount of \$122.50 to cover the cost of the filing fee and a certified copy.

If anything further is required, please do not hesitate to contact me.

Sincerely,


Cynthia T. Ville,
Legal Assistant

Enclosures: as noted

SAB
9/7/95

ARTICLES OF INCORPORATION
OF
BREVCO AUTO PARTS, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is BREVCO AUTO PARTS, INC.

ARTICLE II - DURATION

The period of duration of the corporation is perpetual.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized are to engage in any or all lawful business and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes and to do all other things incidental to them or connected with them that are not forbidden by the Florida Corporation Laws or by other law or by these Articles of Incorporation and to carry out the said purposes in any state, territory, district or possession of the United States or in any foreign country to the extent that these purposes are not forbidden by the law of the state, territory, district or possession of the United States or by the foreign country.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issued ONE THOUSAND (1,000) shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this corporation is 123 Fifth Avenue, Indialantic, FL 32903. The initial Registered Agent of this corporation is T. M. Barlow, Esquire, whose address is 123 Fifth Avenue, Indialantic, FL 32903.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-laws, but shall never be more than five (5). The name and address of the initial directors of this corporation is:

T. M. Barlow, Esquire
123 Fifth Avenue
Indialantic, FL 32903

ARTICLE VII - INCORPORATORS

The name and address of the initial incorporator is as follows:

T. M. Barlow, Esquire
123 Fifth Avenue
Indialantic, FL 32903

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of August, 1995.

T. M. BARLOW

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 31st day of August, 1995 by T. M. BARLOW who is known to me personally or who produced as identification, and who did (did not) take an oath.

Cynthia R. Trawick
Notary Public, State of Florida

My Commission Expires:

Printed Name of Notary Public




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said act:

That BREVCO AUTO PARTS, INC., desiring to organize under the
laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation at 123 Fifth Avenue,
Indialantic, County of Brevard, Florida 32903 has named T. M.
Barlow, Esquire, located at 123 Fifth Avenue, Indialantic, County
of Brevard, Florida 32903, as its agent to accept service of
process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation, at place designed in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provisions of said act relative to keeping open said office.



T. M. Barlow, Esquire
Registered Agent