

P96 000032810
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation for MCC AUTO PARTS, INC.

Dear Sir or Madam:

Enclosed is an original and copy of the Articles of Incorporation for the above proposed corporation, together with designation of Registered Agent.

Also enclose is my check payable to your order in the amount of \$122.50, representing payment of the \$35.00 filing fee, \$52.50 for the Certification of Incorporation, and \$35.00 for Designation of Registered Agent.

Very truly yours,

Craig Savage

Enclosures

MCC AUTO PARTS, INC.
5353 North Federal Highway
Suite 407
Ft. Lauderdale, FL 33308

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-03/21/96--01061--011
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FILED
96 APR 16 AM 10:11
SECTION OF STATE
TALLAHASSEE, FLORIDA

W96-6551

PH 4/10/96

CRAIG S. SAVAGE
5353 N. Federal Highway
Suite #407
Fort Lauderdale, Florida 33308
(954) 776-2213

April 11, 1996

Sandra B. Mortham
Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: MCC AUTO PARTS, INC.
Ref. Number: W96000006551

Dear Ms. Mortham:

Please find enclosed an original and one (1) copy of the revised Articles of Incorporation for MCC AUTO PARTS, INC., and the written acceptance by the registered agent as you requested. In addition, I have enclosed a copy of the letter you sent to me on March 26, 1996, as required by said letter. Please feel free to contact me at the above-referenced address and number if you have any additional requests or questions. Thank you very much for your time and attention concerning this matter.

Very truly yours,



CRAIG S. SAVAGE

CSS/lv
Enclosures

**ARTICLES OF INCORPORATION
OF
MCC AUTO PARTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**ARTICLE ONE
NAME**

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

**ARTICLE TWO
PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 5353 N. Federal Highway, Suite #407, Fort Lauderdale, Florida 33308.

**ARTICLE THREE
CORPORATE DURATION**

The corporation is to have perpetual existence.

**ARTICLE FOUR
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To engage in the business of brokering used auto parts.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

**ARTICLE FIVE
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is FIVE HUNDRED (500) shares. Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 5353 N. Federal Highway, Suite #407, Fort Lauderdale, Florida 33308, and the name of its initial registered agent at such address is CRAIG S. SAVAGE.

**ARTICLE SEVEN
DIRECTORS**

This corporation shall have one (1) director initially. The name and address of the person who is to serve as a member of the initial board of directors is:

NAME
CRAIG S. SAVAGE

ADDRESS
1633 N.E. 33rd Street
Oakland Park, Florida 33334

**ARTICLE EIGHT
INCORPORATORS**

The name and address of the incorporator is:

NAME
CRAIG S. SAVAGE

ADDRESS
1633 N.E. 33rd Street
Oakland Park, Florida 33334

ARTICLE NINE MANAGEMENT

Subject to the provisions of the laws of the State of Florida the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (1) The books of the Corporation may be kept outside the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (2) The business of the Corporation shall be managed by its Board of Directors and the Board of Directors shall have power to exercise all the powers of the Corporation, including but not limited to the following; the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (3) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.
- (4) The Board of Directors shall have the power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any Bylaws adopted by them from time to time.
- (5) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained a surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- (6) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.
- (7) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.
- (8) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or

with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

- (9) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.


IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a corporation, pursuant to the laws of the State of Florida, do make, subscribe and acknowledge these Articles, and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of the State of Florida for the purposes therein set forth.

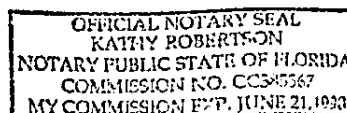
The undersigned incorporator has executed these Articles of Incorporation this 11th day of April, 1996.


CRAIG S. SAVAGE

SWORN TO AND SUBSCRIBED before me, the undersigned authority, by CRAIG S. SAVAGE, who is personally known to me or produced drivers license as identification, and who stated that he signed the foregoing Articles of Incorporation freely and voluntarily.

WITNESS my official hand and seal this 11 day of April, 1996.


NOTARY PUBLIC STATE OF FLORIDA
Print: Kathy Robertson
My commission expires:



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

FILED

96 APR 16 AM 10:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 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 MCC AUTO PARTS, INC.
2. The name and address of the registered agent and office is:

CRAIG S. SAVAGE
5353 N. Federal Highway
Suite #407
Fort Lauderdale, Florida 33308

Craig S. Savage
CRAIG S. SAVAGE

DATE: 4/11/96

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.

Craig S. Savage
CRAIG S. SAVAGE

DATE: 4/11/96