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Examiner's Initials

CR2E031(1/95)



May 3, 1996

DANIEL G. GASE 321 NO CONGRESS AVENUE STE 3 DELRAY BEACH, FL 33445

SUBJECT: NATIONAL PARTS CLUB, INC.

Ref. Number: W96000009441

We have received your document for NATIONAL PARTS CLUB, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6878.

Letter Number: 396A00021553

Terri Buckley Corporate Specialist

ARTICLES OF INCORPORATION

OF

NATONAL PARTS CLUB, INC.



The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be NATIONAL PARTS CLUB, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial principal office of the corporation shall be 321 N. Congress Ave., #3 Delray Beach, FL 33445.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

APTICLE VI. SPECIAL PROVISIONS

It is the intent of the incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VII. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

ARTICLE VIII. SUBSCRIBER

The name and streat address of the subscriber to these Articles of Incorporation and the corporation's principal office and mailing address is:

Barry Stern

321 N. Congress Ave., #3 Delray Beach, FL 33445

ARTICLE IX. INCORPORATOR & REGISTERED AGENT

The name and street address of the registered agent to these Articles of Incorporation and the registered agent's principal office and mailing address is:

Daniel G. Gass

10001 NW 50th Street, #204 Sunrise, FL 33351

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation and am the incorporator of said corporation.

I hereby am familiar with and accept the duties and responsibilities as incorporator of said corporation.

X Daniel G. Gass

PR.200040506

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June 20, 1997

REPLACEMENT FEE 1997

ANNUAL REPORT: NATIONAL PARTS

CLUB, INC.

DEBIT MEMO: # 8997-P

CHECK #: 1990