

Sam Sami & Associates, Inc.

Licensed to Represent Taxpayers Before The Internal Revenue Service

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Plantation, Florida 33324

Tel: (954) 474-4100 Fax: (954) 474-3839

P96000083953

October 1, 1996

Corporate Records Bureau
Division of Corporations-Department of State
Post Office Box 6327
Tallahassee, FL 32314

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-10/08/96--01158--006
*****70.00 *****70.00

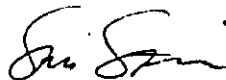
RE: COMPLETE AUTO PARTS DISTRIBUTORS, INC.

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

Also enclosed is my check payable to your order in the amount of \$70.00, representing payment of the \$35.00 filing fee, and \$35.00 Designation of Registered Agent.

Please process the Articles of Incorporation and return one copy with the filing date stamped on it. **Please address the copy to my attention.**

Sincerely,



Sam Sami
For the Firm

OCT 11 1996

BSB

FILED
96 OCT -7 AM 8:33
STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
COMPLETE AUTO PARTS DISTRIBUTORS, INC.**

FILED

95 OCT -7 AM 8:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is: COMPLETE AUTO PARTS DISTRIBUTORS, INC.

ARTICLE II - NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue and have outstanding at any one time an aggregate number of One Thousand (1,000) shares of one class of common stock having a par value of One Dollar(\$1.00) per share.

ARTICLE IV - PREEMPTIVE RIGHTS

All shareholders of the corporation shall be vested with full preemptive rights.

ARTICLE V - INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

Jose Sagarra
4551 NW 70 Ave.
Lauderhill, FL 33319

The principal address and the registered office address are the same.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.



Jose Sagarra

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of the corporation is:

Jose Sagarra
4551 NW 70 Ave.
Lauderhill, FL 33319

ARTICLE VI - INCORPORATION

The name(s) and address of the incorporator(s) is:

Jose Sagarra
4551 NW 70 Ave.
Lauderhill, FL 33319



Jose Sagarra

IN WITNESS WHEREOF, the undersigned subscriber(s) executed these articles of incorporation this 2nd day of October, 1996.



Jose Sagarra

STATE OF FLORIDA ;
COUNTY OF BROWARD)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Jose Sagarra,

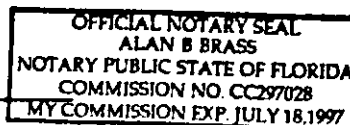
- ___ personally known to me, or
- / produced identification: S 260 421 59 0480
Florida Drivers License

executed the foregoing articles of incorporation, and acknowledged before me that he executed those articles.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 2nd day of October, 1996.



Alan Brass, Notary Public



ALAN B. BRASS