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FILED

96 DEC 16 PM 12:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-11-96

1438 S. CHICKASAW TR.,  
ORLANDO, FL 32825

DECEMBER 11, 1996

Secretary Of State  
State Of Florida  
P.O. Box 6327  
Tallahassee, FL 32314

300002030443--9  
-12/17/96--01053--020  
\*\*\*122.50 \*\*\*122.50

Gentlemen/Mesdames:

Enclosed, please find:

\* Articles Of Incorporation for ALL FOREIGN & DOMESTIC USED  
AUTO PARTS, INCORPORATED.

\* A check in the amount of \$122.50 for the following fees,

FILING FEE	\$ 70.00
CERTIFIED COPY	\$ 52.50

TOTAL	\$ 122.50
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Please direct all response mail to the undersigned Registered  
Resident Agent at 1438 S. Chickasaw Tr., Orlando, FL 32825.



PAUL M. BURNS  
Director/Reg. Resident Agent  
ALL FOREIGN & DOMESTIC USED  
USED AUTO PARTS, INC.

12/14/96

FILED

ARTICLES OF INCORPORATION  
OF

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ALL FOREIGN & DOMESTIC USED AUTO PARTS, INCORPORATED

EFFECTIVE DATE

Article I - Name

12-11-96

The name of the corporation is ALL FOREIGN & DOMESTIC  
USED AUTO PARTS, INCORPORATED.

Article II - Duration

The corporation shall have perpetual existence and this  
existence shall commence on the date of execution and acknowl-  
edgement of these articles.

Article III - Purpose

This corporation is organized for the purpose of trans-  
acting any and all lawfull business.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of ONE  
(\$1.00) DOLLAR par value common stock which shall be designated  
"Common Shares."

Article V - Initial Registered Office and Agent

The street address of the initial principal office of this  
corporation is 1742<sup>1</sup>E. Colonial Dr., Orlando, FL 32820.  
and the name of the initial registered agent of this corporation  
is PAUL M. PURNS, whose address is 1438 S.Chickasaw Tr.,  
Orlando, FL 32825.

Article VI - Initial Board of Directors

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from the time by the Bylaws. The name and address of the initial Director of this Corporation is:

PAUL M. BURNS

143B CHICKASAW TR.,  
ORLANDO, FL 32825.

Article VII - Incorporator

The name and address of the person signing these Articles is:

PAUL M. BURNS

143B S. CHICKASAW, TR.,  
ORLANDO, FL 32825.

Article VIII - Amendment

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

Article IX - Preemptive Rights

Every Shareholder, upon the Sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as can be done without issuance of fractional shares) at the price which it is offered to others.

Article X - Indemnification

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

Article XI - Voting

At each election every Shareholder will be entitled to one vote for each share of stock that he/she owns. Election outcomes will be determined by a majority of the votes cast.

Article XII - By-Law

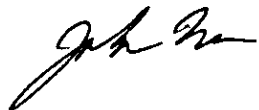
The By-Laws of this Corporation may be adopted, altered, amended or replaced by the Shareholders.

IN WITNESS WHEREOF, The undersigned has executed these Articles of Incorporation this 11 day of Dec, 1996.

STATE OF FLORIDA  
COUNTY OF ORANGE

  
PAUL M. BURNS

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared PAUL M. BURNS, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

 Known Personally



JOHN WALL  
My Commission CC501863  
Expires Oct. 15, 1999

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal in the State and County aforesaid this  
11 day of Dec., 1996.

*John Wall* Known Person  
*John Wall*  
NOTARY PUBLIC

My Commission Expires:



JOHN WALL  
My Commission CC501868  
Expires Oct. 15, 1999

FILED

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ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

The undersigned, hereby accepts designation as ~~Notary Public~~ <sup>Notary Public</sup> of STATE  
Agent of ALL FOREIGN & DOMESTIC USED AUTO PARTS, INC. As  
contained in the foregoing Articles of Incorporation and agrees  
to provide the services as  
required under the provisions, laws and statutes of the State  
of Florida.

Dated: This 11 of December, 1996.

*Paul M. Burns*  
PAUL M. BURNS

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknow-  
ledgements in the State and County set forth above, personally  
appeared PAUL M. BURNS known by me to be the person who  
executed the foregoing ACCEPTANCE.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official seal in the State and County aforesaid this 11  
day of December, 1996.

*John Wall*  
Known Personally



JOHN WALL  
My Commission CC501888  
Expires Oct. 15, 1998