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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
-12/17/96-01058-020
***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

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.



ARTICLES OF INCORPORATION

OF

ALL FOREIGN & DOMESTIC USED AUTO PARTS, INCORPORATED

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TALLAHASSEE, FLORIDA

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 1742¹⁷⁴²¹ E. Colonial Dr., Orlando, FL 32820.
and the name of the initial registered agent of this corporation
is PAUL M. BURNS, 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

1438 CHICKASAW TR.,
ORLANDO, FL 32825.

Article VII - Incorporator

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

PAUL M. BURNS

1438 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

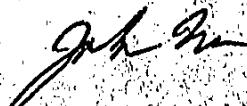
The By-Laws of this Corporation may be adopted, altered, amended or replaced by the Shareholders.

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 CC501858
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 CC501888
Expires Oct. 15, 1999


FILED

DEC 16 PM 12:50

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

The undersigned, hereby accepts designation as
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.

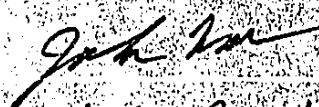
Dated: This 11 of December, 1996.


PAUL M. BURNS

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 X 11
day of December, 1996.


Known Personally



JOHN WALL
My Commission CC801868
Expires Oct. 18, 1999