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ATTORNEYS AT LAW

BERT J. HARRIS, III
J. MICHAEL SWAINE
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PLEASE REPLY TO:
LAKE PLACID INTERLAKE ☐
LAKE PLACID CENTRAL ☒
SEBRING OFFICE ☐

425 SOUTH COMMERCE AVENUE
SEBRING, FL 38870
(941) 665-1549
FAX: (941) 471-0006

212 INTERLAKE BOULEVARD
LAKE PLACID, FL 38852
(941) 465-2811
FAX: (941) 465-6999

204 CENTRAL AVENUE
LAKE PLACID, FL 38852
(941) 465-1551
FAX: (941) 465-8054

February 6, 1997

VIA: FEDERAL EXPRESS - 2174667471

ATTORNEYS' TITLE INSURANCE FUND, INC.
Leon Branch
660 East Jefferson Street
Suite 200
Tallahassee, Florida 32301

EFFECTIVE DATE
2-6-97

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-02/07797--01081--023
***122.50 ***122.50

RE: PERFORMANCE AUTO PARTS, INC.

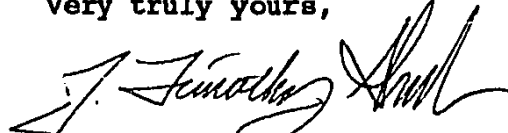
Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for the above referenced corporation, together with my office account check made payable to the Secretary of State in the amount of \$122.50 for the filing fee.

Upon receipt of this letter and its enclosures I would request that you immediately file the Articles of Incorporation. I would request that you call this office at 941/465-1551 to advise of said filing and thereafter, please mail the certificate to this office at your earliest convenience.

Thank you for your assistance in this matter. I would need any further information, please advise.

Very truly yours,


J. Timothy Sheehan

JTS/gl
Enclosures
xc: Client

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -7 PM 4:19

D. BROWN FEB 10 1997

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -7 PM 4:19

EFFECTIVE DATE
2-6-97

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation.

ARTICLE ONE

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

ARTICLE TWO

The term of existence of the corporation is perpetual and shall commence as of the date of the signing of these Articles.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation has authority to issue is FIVE HUNDRED (500), all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 1450 U.S. 27 South, Lake Placid, Florida 33852, and the initial registered agent at such address is RODNEY L. CLIFTON. The mailing address for the corporation is 1450 U.S. 27

ARTICLE SIX

The board of directors of the corporation shall consist of not more than five (5) members. The names and addresses of the initial board of directors are:

JESSE C. BALDWIN of 1450 U.S. 27 South
Lake Placid, Florida 33852

RODNEY L. CLIFTON of 1450 U.S. 27 South
Lake Placid, Florida 33852

ARTICLE SEVEN


The name and address of the incorporators are:

SONIA I. BALDWIN of 1450 U.S. 27 South
Lake Placid, Florida 33852

RODNEY L. CLIFTON 1450 U.S. 27 South
Lake Placid, Florida 33852

IN WITNESS WHEREOF, we have subscribed our names this
6th day of February, 1997.


SONIA I. BALDWIN
Incorporator


RODNEY L. CLIFTON
Incorporator

STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing instrument was acknowledged before me this
6th day of February, 1997, by SONIA I. BALDWIN, who is
[☒] personally known to me or who has [☐] produced her
_____ as identification and who did not take

STATE OF FLORIDA
COUNTY OF HIGHLAND

The foregoing instrument was acknowledged before me this
6th day of February, 1997, by RODNEY L. CLIFTON, who
is [] personally known to me or who has [✓] produced his
Florida Driver's License as identification and who did not take an
oath.

Gail A. Lipscomb
Printed Name:
Notary Public
State of Florida at Large
My Commission Expires:



ACCEPTANCE

I agree as registered agent to accept service of process,
to keep the registered office open during prescribed hours, and to
post my name in some conspicuous place in the office as required by
law.

Rodney L. Clifton
RODNEY L. CLIFTON
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -7 PM 4:19