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May 8, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation
Cobra Auto Parts, Inc.

Dear Sir/Madame:

Enclosed please find the *Articles of Incorporation* for *Cobra Auto Parts, Inc.* and a check in the amount of \$122.50 for the filing of same. Please record the Articles and return same in the self addressed stamped envelope provided.

Thank you for your attention to this matter.

Best Regards,

Martha A. Bennett

Martha A. Bennett, Paralegal
LaBovick & LaBovick, P.A.

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Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 12 PM 2:55

ARTICLES OF INCORPORATION

OF

COBRA AUTO PARTS, INC.

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DIVISION OF CORPORATIONS
97 MAY 12 PM 2:55

ARTICLE I - NAME

The name of this corporation shall be:

COBRA AUTO PARTS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended. This corporation intends on filing as Sub-Chapter "S".

ARTICLE IV - CAPITAL STOCK

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

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 10921 Sandy Run, Jupiter, FL 33478 and the name of the initial registered agent of this corporation at that address is JONATHAN ALARIE.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated above, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with

and accept the obligations of my position as Registered Agent.

5/8/97

Date

Jonathan Alarie
Jonathan Alarie

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DIVISION OF CORPORATIONS
97 MAY 12 PM 2:55

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the Corporation is:

Jonathan Alarie
10921 Sandy Run
Jupiter, FL 33478
President/Treasurer

Darcy Alarie
10921 Sandy Run
Jupiter, FL 33478
Vice-President/Secretary

ARTICLE VIII - PRINCIPLE MAILING ADDRESS

The principle mailing address of the corporation is:

Cobra Auto Parts, Inc.
10921 Sandy Run
Jupiter, FL 33478

ARTICLE IX - INCORPORATORS

The name(s) and address(es) of the incorporator(s) to these Articles of Incorporation are:

JONATHAN ALARIE
10921 Sandy Run
Jupiter, FL 33478

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of

Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 8th day of May, 1997.

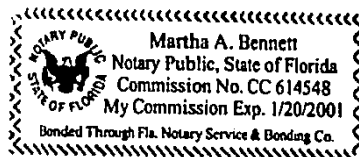

Jonathan Alarie, Incorporator

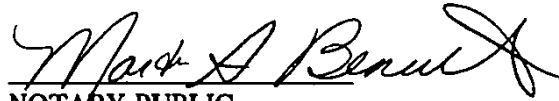
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument, ARTICLES OF INCORPORATION, was acknowledged before me this 8th day of May, 1997 by JONATHAN ALARIE, who is personally known to me or who has produced driver license as identification, and who did take an oath.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 8th day of May, 1997.




NOTARY PUBLIC
State of Florida at Large

My commission expires: