

P97000053319

DIVISION OF CORPORATIONS P.O. BOX 6327, TALLAHASSEE FL. 32314

TRANSMITTAL LETTER

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

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-06/16/97--01114--008
*****78.75 *****78.75

SUBJECT: AUTO PARTS BROKER INTERNATIONAL, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75.

From:

Mark S. Webb
506 Second Street
Ocoee, Florida 34761

JUN 17

BSB

FILED
97 JUN 16 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note please provide the original and one copy of the articles.

FILED

97 JUN 16 AM 11:42

ARTICLES OF INCORPORATION

AUTO PARTS BROKER INTERNATIONAL, INC.

The undersigned for ourselves, our associates, successors, and assigns hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida providing for the formation liability rights privileges and immunities of a corporation for profit hereby certify:

ARTICLE I

The name of the corporation shall be:

AUTO PARTS BROKER INTERNATIONAL, INC.

ARTICLE II

The mailing address of the corporation shall be P.O. Box 165, Ocoee, FL 34761. The corporation's street address for its principal office is 506 Second Street, Ocoee, Florida, 34761.

ARTICLE III

The authorized Capital Stock of this Corporation shall consist of One Thousand (1,000) shares of the par value of One Dollar (\$1.00) per share which shares shall not be divided into classes and shall not be issued in series.

The sum of the par value of all of the shares of capital stock of the corporation issued and outstanding shall be the stated capital of the corporation at any particular time.


When and as declared by the Board of Directors the holders of the outstanding capital stock shall be entitled to receive solely out of the unreserved and unrestricted earned surplus of the corporation, dividends payable in either cash in property or in shares of the capital stock of the corporation.

The corporation shall not commence business until capital in excess of Five Hundred Dollars (\$500.00) has been received.

ARTICLE IV

The name of the initial registered agent is Mark S. Webb, who is a resident of Florida and whose address is 506 Second Street, Ocoee, Florida, 34761.

I hereby accept designation as registered agent:


Mark S. Webb

ARTICLE V

The name of the Incorporator is Mark S. Webb, 506 Second Street, Ocoee, Florida, 34761.

ARTICLE VI

This corporation is organized to provide auto parts for businesses and the general public and all other related support services including but not limited to advertising, promotion and distribution.

The corporation is also organized to engage in any business activities and for any and all other purposes permitted under the laws of the United States, The State of Florida and any other State in which the corporation is or shall be authorized to conduct business.

In this country or in any foreign country to the extent that said purposes are not forbidden by the laws thereof subject to specific written limitations or restrictions imposed by law or otherwise by these Articles of Incorporation and solely in furtherance of but not in addition to the purposes herein above set forth to have and exercise all of the powers as are or may from time to time be inferred by statute or otherwise.

To execute, perform, carry out or do any or all of the things in the accomplishment of the purposes herein above set forth as principal agent, contractor, trustee, attorney-in-fact or otherwise, either alone or in the company of other corporations or individuals.

It is understood that the foregoing enumeration of the powers of the corporation shall not be deemed to exclude by inference the exercise of any powers that might have been implied if no such mention thereof has been made.

ARTICLE VII

The initial Board of Directors of the corporation shall consist of one (1) individual.

The name and address of the individual who is to serve as Director until the first annual meeting of shareholders or until successor(s) shall have been elected and qualified is as follows:

Mark S. Webb
506 Second Street
Ocoee, Florida 34761

ARTICLE VIII

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE IX

The provisions for the regulation of internal affairs are as follows:

First, the meetings of Shareholders Board of Directors or any other meeting regular or special may be held either within or without the State of Florida or within or without the United States.

Second, the initial by-laws of the corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the by-laws or adopt a new code of by-laws shall be reserved to the shareholders, the affirmative vote of not less than fifty-one percent (51%) of the total number of shares issued and outstanding being necessary to exercise such reserved powers. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the Act or these Articles of Incorporation.

Third, the Corporation reserves the right from time to time to amend alter or repeal or to add any provision to these Articles of Incorporation in any manner prescribed by these Articles of Incorporation and the Business Corporation Act.

IN WITNESS WHEREOF I, have executed this instrument this 4th day of June, 1997, by Mark S. Webb.

Mark S. Webb
Mark S. Webb, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 4th day of June, 1997 by Mark S. Webb, Driver License Number #W100 557 59 330-0 who being personally known to me and dully cautioned and sworn states that the foregoing is true correct and based on personal knowledge and acting as Incorporator of the corporation on behalf of the corporation.

Sworn to and subscribed before me on this 4th day of June, 1997.

Cheryl F. Lee
Notary Public



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

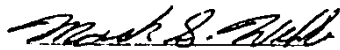
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FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is **AUTO PARTS BROKER INTERNATIONAL, INC.**
2. The name and address of the registered agent and office is:

**Mark S. Webb
506 Second Street
Ocoee, Florida 34761**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the certificate 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.


Mark S. Webb
REGISTERED AGENT