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BY APPOINTMENT ONLY
ROYAL PALM FINANCIAL CENTER
759 S. FEDERAL HIGHWAY, Suite 212
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TELEPHONE (561) 223-4030

GARY BROOKMYER
ELLIOT F. HOCHMAN
DANIEL J. PROBST

July 15, 1997

Department of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

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***122.50 ***122.50

RE: DARYL'S AUTO PARTS, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of DARYL'S AUTO PARTS, INC. together with a check in the amount of \$122.50 to cover the following fees:

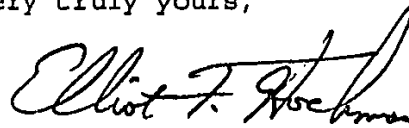
- | | |
|-------------------------|----------------|
| 1. Filing Fee | \$35.00 |
| 2. Registered Agent Fee | \$35.00 |
| 3. Certified Copy | <u>\$52.50</u> |

TOTAL: \$122.50

Please file said articles using the date of receipt as the date of commencement of the corporation. Also, return the certified copy to the undersigned at the address listed above.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



Elliot F. Hochman

EFH:ba
enclosures

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DIVISION OF CORPORATIONS
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7-18-97
WS

ARTICLES OF INCORPORATION

OF

DARYL'S AUTO PARTS, INC.

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

ARTICLE ONE

NAME

The name of the corporation is DARYL'S AUTO PARTS, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

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

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 1,000, all of which shall be common shares with par value of \$1.00.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE SIX

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 1977 Circle Drive, North Palm Beach, Florida 33408

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and the name of the initial registered agent at that address is DARYL INWOOD. The corporation's principal office mailing address is 1977 Circle Drive, North Palm Beach, Florida 33408.

ARTICLE SEVEN

DIRECTORS

7.01 The initial board of directors of the corporation shall consist of one member.

7.02 The name and address of the first board of directors are:

Name	Address
DARYL INWOOD	1977 Circle Drive, North Palm Beach, Florida 33408

ARTICLE EIGHT

INCORPORATORS

The name and address of the incorporator are:

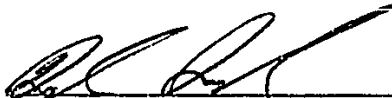
Name	Address
DARYL INWOOD	1977 Circle Drive, North Palm Beach, Florida 33408

ARTICLE NINE

COMMENCEMENT OF EXISTENCE

The corporation shall commence its existence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, I have subscribed my name this 15 day of July, 1997. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


DARYL INWOOD, Incorporator
and Registered Agent

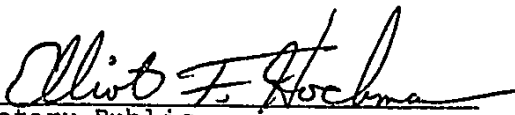
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 15 day of July, 1997, by DARYL INWOOD, who is personally known to me or who has produced a Florida driver's license as identification and who did (did not) take an oath.

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WITNESS my hand and official seal in the County and State
last aforesaid this 15 day of July, 1997.

My Commission Expires:


Notary Public
Name: (printed)

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