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September 3, 1997

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -4 PM 2:27

RE: Garry's Auto Parts Sales, Inc.

Dear Madame or Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation along with ~~my~~ check in the amount of \$131.25 for the following:

| | |
|------------------------------|-----------------|
| filing fee | \$35.00 |
| certified copy | \$52.50 |
| registered agent designation | \$35.00 |
| certificate under seal | \$ 8.75 |
| Total | <u>\$131.25</u> |

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Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify, and return it.

Thank you for your attention and assistance in this matter.

Sincerely,

Karey A. Collins

Karey A. Collins,
Paralegal to John Jay Gontarek

/kac

Enclosures: as stated

9/15/97

ARTICLES OF INCORPORATION
OF
GARRY'S AUTO PARTS SALES, INC.

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ARTICLE I - NAME

The name of this Corporation is GARRY'S AUTO PARTS SALES, INC. (hereinafter referred to as the "Corporation")

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing upon the filing of the Articles of Corporation by the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of auto parts sales and for any other purpose not prohibited under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PRE-EMPTIVE 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 may be done without the 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 of this Corporation is 934 Pocahontas Drive, Fort Walton Beach, Florida 32547, and the initial registered agent for this Corporation at that address is GARRY HOWARD.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

The principal office and mailing address is 729 Beal Parkway, NW, Fort Walton Beach, Florida 32547. This is also the principal office and mailing address of the Corporation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

GARRY HOWARD
934 Pocahontas Drive
Fort Walton Beach, FL 32547

ARTICLE VIII - INCORPORATOR

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

GARRY HOWARD
934 Pocahontas Drive
Fort Walton Beach, FL 32547


ARTICLE IX - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

It is the intent of this charter that the Directors may sell the capital stock of this Corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of September, 1997.


GARRY HOWARD
Incorporator and Registered Agent

STATE OF FLORIDA)
COUNTY OF OKALOOSA)

BEFORE ME, the undersigned, authority, appeared GARRY HOWARD, who is personally known to me or who has produced _____ as identification and who is the person described in the foregoing Articles of Incorporation of GARRY'S AUTO PARTS SALES, INC., and he acknowledged to and before me that he executed said Articles of Incorporation for the purpose therein described.

WITNESS my hand and official seal this 3rd day of September 1997.



KAREY A. COLLINS
My Commission CC498053
Expires Sep. 20, 1999


NOTARY PUBLIC

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -4 PM 2:27