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MELBOURNE

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December 4, 1997

State of Florida  
Department of State  
Corporate Division  
Post Office Box 6327  
Tallahassee, Florida 32314

500002365145--3  
-12/08/97--01028--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: NAPA AUTO PARTS OF MELBOURNE, INC.

Dear Sirs:

Enclosed please find an original and one copy of Articles of Incorporation for "NAPA Auto Parts of Melbourne, Inc." Also enclosed is our firm's check in the amount of \$122.50 to cover the filing fees. The breakdown of the filing fees on this corporation is as follows:

\$ 35.00	Filing fee
35.00	Certificate of designation of registered agent
<u>52.50</u>	Certified copy
 \$122.50	

Kindly file the original Articles of Incorporation in your offices and return the copy to us in the enclosed self-addressed stamped envelope I have enclosed for your convenience.

Thank you for your attention to this matter. If you should have any questions, I would be pleased to hear from you.

Yours very truly,

*Karen K. Barlow*

Karen K. Barlow

/cd  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -8 AM 11:05  
12-9-97  
WS

ARTICLES OF INCORPORATION  
OF  
NAPA AUTO PARTS OF MELBOURNE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -8 AM 11:05

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is NAPA AUTO PARTS OF MELBOURNE, INC.

ARTICLE II - DURATION

The period of duration of the corporation is perpetual.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized are to engage in any or all lawful business and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes and to do all other things incidental to them or connected with them that are not forbidden by the Florida Corporation Laws or by other law or by these Articles of Incorporation and to carry out the said purposes in any state, territory, district or possession of the United States or in any foreign country to the extent that these purposes are not forbidden by the law of the state, territory, district or possession of the United States or by the foreign country.

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issued ONE THOUSAND (1,000) shares of ONE DOLLAR (\$1.00) par value common stock.

#### ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this corporation is 121-123 Fifth Avenue, Indialantic, Florida 32903. The initial Registered Agent of this corporation is T. M. Barlow whose address is 121-123 Fifth Avenue, Indialantic, Florida 32903.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the by-laws, but shall never be more than five (5). The name and address of the initial directors of this corporation is:

T. M. Barlow  
121-123 Fifth Avenue  
Indialantic, Florida 32903

#### ARTICLE VII - INCORPORATORS

The name and address of the initial incorporator is as follows:

T. M. Barlow  
121-123 Fifth Avenue  
Indialantic, Florida 32903

#### ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

#### ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any

amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of December, 1997.

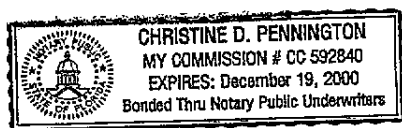
T. M. Barlow  
T. M. Barlow

STATE OF FLORIDA )  
COUNTY OF BREVARD )

The foregoing instrument was acknowledged before me this 4th day of December, 1997 by T. M. BARLOW who is known to me personally ~~on who produced~~ ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX~~ ~~XXXXXXXXXXXX~~, and who ~~did~~ (did not) take an oath.

Christine D. Pennington  
Notary Public, State of Florida

My Commission Expires: Christine D. Pennington  
Printed Name of Notary Public




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted, in compliance with said act:

That NAPA AUTO PARTS OF MELBOURNE, INC., desiring to organize  
under the laws of the State of Florida with its principal office  
as indicated in the Articles of Incorporation at 121-123 Fifth  
Avenue, Indialantic, County of Brevard, Florida 32903 has named  
T. M. Barlow located at 121-123 Fifth Avenue, Indialantic, County  
of Brevard, Florida 32903, as its agent to accept service of  
process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above  
stated corporation, at place designed in this certificate, I  
hereby accept to act in this capacity, and agree to comply with  
the provisions of said act relative to keeping open said office.

  
\_\_\_\_\_  
T. M. Barlow  
Registered Agent

97 DEC -8 AM 11:06

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS