

P98000004536

Leonard D. Levin
1605 South Missouri Avenue
Clearwater, FL 33756

January 7, 1998

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

Re: Auto Parts Holdings, Inc.

000002399578--2
-01/14/98--01043--014
*****70.00 *****70.00

Dear Sirs:

Enclosed please find the Articles of Incorporation, including designation of Registered Agent, along with a copy, to be filed for the above referenced corporation.

Please return one confirmed copy to the corporation in care of the undersigned at the above address. I am enclosing a check in the amount of \$70.00 to cover the filing fee (\$35.00) and resident agent fee (\$35.00). Thank you.

Very truly yours,



Leonard D. Levin

LDL/cj
Enclosures

FILED
98 JAN 14 AM 9:40
TALLAHASSEE, FLORIDA

B/B 1-15-98

ARTICLES OF INCORPORATION
OF
AUTO PARTS HOLDINGS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: AUTO PARTS HOLDINGS, INC. The principal place of business of this corporation shall be 1605 South Missouri Avenue, Clearwater, Florida 33756.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1605 South Missouri Avenue, Clearwater, Florida 33756. The name of the initial registered agent of the corporation at that address is Leonard D. Levin.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

FILED
98 JAN 14 AM 9:40
TALLAHASSEE, FLORIDA

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. INDEMNIFICATION

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

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the incorporator that all shares of stock issued by the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE IX. OFFICERS AND DIRECTORS

This corporation shall have two officers and two directors, initially. The names and street addresses of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Leonard D. Levin
Director/President

1605 South Missouri Avenue
Clearwater, FL 33756

Dave Elmore
Director/Secretary/
Vice President

1605 South Missouri Avenue
Clearwater, FL 33756

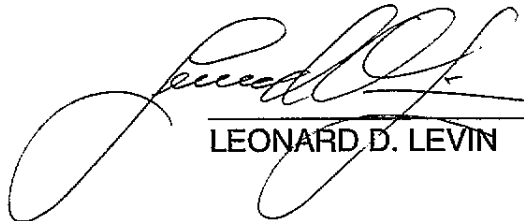
ARTICLE X. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Leonard D. Levin

1605 South Missouri Avenue
Clearwater, FL 33756

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and
seal this 7th day of January, 1998.

 (Seal)
LEONARD D. LEVIN

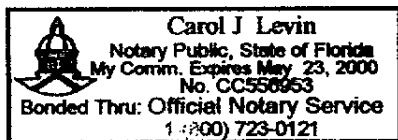
STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 7th day of
January, 1998.


Notary Public, State of Florida at Large

My Commission Expires:



RESIDENT AGENT CERTIFICATE

In pursuance to Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act.

That, Auto Parts Holdings, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the county of Pinellas, State of Florida, has named Leonard D. Levin, located at 1605 South Missouri Avenue, Clearwater, County of Pinellas, State of Florida, 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 a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

RESIDENT AGENT

FILED
98 JAN 14 AM 9:40
TALLAHASSEE, FLORIDA