

*Law Offices of  
Flaster Koppel and Bates*

A Partnership of Professional Associations

AMTRUST BANK PLAZA  
8211 W. BROWARD BLVD., SUITE 230  
PLANTATION, FL 33324  
(954) 370-7713 · FAX (954) 370-7849

LAWRENCE MICHAEL FLASTER  
DOUGLAS L. BATES  
WAYNE S. KOPPEL

P98000009792

January 26, 1998

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-01/29/98--01037--001  
\*\*\*\*122.50 \*\*\*\*122.50

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

Re: E & B Auto Parts, Inc.

Dear Sir or Madam:

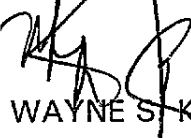
Enclosed are the original and two copies of the Articles of Incorporation including Registered Agent form, of the above proposed corporation, together with our check in the amount of \$122.50.

Please return the certified copy to the attention of the undersigned at this office.

If you have any questions with reference to the filing of these Articles of Incorporation, please call me before returning the enclosures to this office.

Thank you for your consideration.

Very truly yours,



WAYNE S. KOPPEL

WSK:kab  
Enclosures

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

OF

E & B AUTO PARTS, INC.

ARTICLE I

The name of this Corporation shall be E & B Auto Parts, Inc.

ARTICLE II

This Corporation shall begin upon the filing of these Articles and shall have perpetual existence.

ARTICLE III

The name and address of the initial registered agent and office are:

Wayne S. Koppel, Esquire  
8211 West Broward Blvd, Suite 230  
Plantation, FL 33324

ARTICLE IV

The purpose of the Corporation is to engage in any lawful business or activity.

ARTICLE V

This Corporation is authorized to issue one thousand (1000) shares of .001 dollar par value Common

Stock.

ARTICLE VI

The name and address of the incorporator is:

Edward DiMeglio  
4375 SW 60 Avenue  
Davie, Florida 33314

ARTICLE VII

The names and addresses of the initial directors and officers are:

Edward DiMeglio, President  
4375 SW 60 Avenue, Suite B  
Davie, Florida 33314

Lisa DiMeglio, Secretary  
4375 SW 60 Avenue, Suite B  
Davie, Florida 33314

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ARTICLE VIII

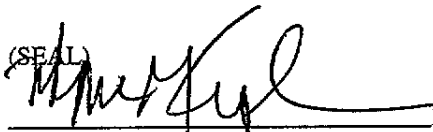
The corporation's principal office shall be at 4375 SW 60 Avenue, Suite B, Davie, Florida, and the corporation's mailing address shall be that same address.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of January, 1998.



STATE OF FLORIDA           )  
COUNTY OF BROWARD       )

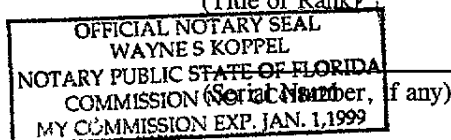
The foregoing instrument was acknowledged before me, this 22 day of January, 1998, by Edward Dimeglia, who is personally known to me or who has produced PIA as identification.



(Signature of Notary/Clerk)

Wayne S. Koppel  
(Printed Name)

Notary Public  
(Title or Rank)



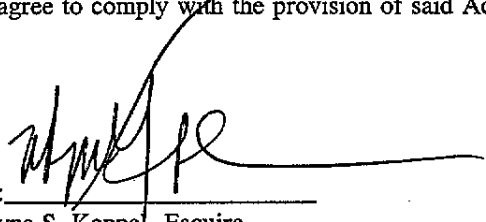
**CERTIFICATE DESIGNATING REGISTERED OFFICE**  
**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON**  
**WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That E & B Auto Parts, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at City of Davie, County of Broward, State of Florida, has named Wayne S. Koppel, Esquire, located at 8211 West Broward Blvd, Suite 230, Plantation, Florida, City of Plantation, County of Broward, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above-stated corporation, at 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:   
Wayne S. Koppel, Esquire  
Registered Agent

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