00002403E

THE UNITED STATES CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE :

738588

9598A

AUTHORIZATION :

COST LIMIT :

\$ 70.00

ORDER DATE: March 12, 1998

ORDER TIME : 11:54 AM

ORDER NO. : 738588-005

CUSTOMER NO:

9598A

CUSTOMER: Patsy Blackwell, Legal Asst

STAPLES, LANG & ASSOCIATES,

Suite 400

41 N. Jefferson Street Pensacola, FL 32501

DOMESTIC FILING

NAME:

FRANK'S USED AUTO PARTS

INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

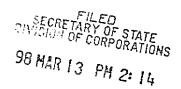
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

800002456868-



ARTICLES OF INCORPORATION

OF

FRANK'S USED AUTO PARTS INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FRANK'S USED AUTO PARTS INC.

The address of the principal office of this corporation shall be 6775 Millview Road, Pensacola, Florida 32526, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

James L. Beal, Sr. Dir.

5040 Huntsville Avenue Pensacola, Florida 32526

Frank L. Beal Dir.

Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

James L. Beal, Sr. Pres.

5040 Huntsville Avenue Pensacola, Florida 32526

Frank L. Beal V. Pres.

Same

ARTICLE VIII. INCORPORATOR

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

> Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on March 13, 1998.

CORPORATION SERVICE COMPANY

It's Agent, Deborah D. Skipper

SECRETARY OF STATE OF CORPORATIONS
98 MAR 13 PM 2: 14

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Cleborah M. Skipper

It's Agent, Deborah D. Skipper

HBD/bsp