

AAT

**ARIE A. TAYKAN & COMPANY**  
CERTIFIED PUBLIC ACCOUNTANTS

7880 N. UNIVERSITY DRIVE #201  
TAMARAC, FLORIDA 33321  
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FAX: (954) 726-6715  
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P980000074438

August 20, 1998

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

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-08/24/98--01089--019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: AH-SO AUTO PARTS, INC.

Gentlemen:

Enclosed herewith please find an original and one copy of the Certificate of Articles of Incorporation for the above captioned corporation and Certificate of Designated Resident Agent.

A check in the amount of \$122.50 is enclosed to cover the following:

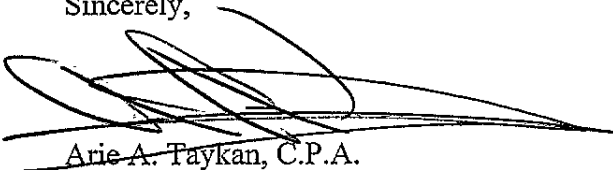
1. Filing Fee \$ 35.00
2. Certified Copies 52.50
3. Resident Agent Certificate 35.00

TOTAL AMOUNT OF: \$122.50

Please endorse your approval of the Articles on the copies, certifying and returning the same to the undersigned at the above address.

If you have any questions, please feel free to contact me.

Sincerely,



Arie A. Taykan, C.P.A.

AAT:rcw

Enclosures:

APPROVED  
AND  
FILED  
98 AUG 24 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5. DATED AUG 26 1998

ARTICLES OF INCORPORATION

OF

ARTICLE I - NAME

The name of this corporation is **AH-SO AUTO PARTS, INC.**

ARTICLE II - DURATION

The duration of the corporation shall be perpetual and shall commence upon the signing and acknowledging of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10000) shares of One Dollar (\$1.00) par value common stock. All stock of the corporation shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property, other than stock or securities, in lieu of cash, or services, at a just valuation to be determined by the Board of Directors of this corporation.

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 prorata 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 10381 NW 62nd Drive, Parkland, Florida 33076 and the name of the initial registered agent of this corporation is Kenneth C. Baldwin.

98 AUG 24 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one(1) director initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one ( 1 ). The names and address of the initial directors of this corporation is Kenneth C. Baldwin residing at 10381 NW 62nd Drive, Parkland, Florida 33076.

#### ARTICLE VIII- CORPORATE MAILING ADDRESS

The principal mailing address of the corporation is 10381 NW 62nd Drive, Parkland, Florida 33076.

#### ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is Kenneth C. Balwin.

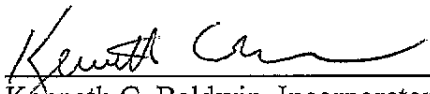
#### ARTICLE X - INDEMNIFICATION

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

#### ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned subscriber has executed these Articles of Incorporation this 20th day of August, 1998.

  
Kenneth C. Baldwin, Incorporator

*Having been named as registered agent and to accept service of process for **AH-SO AUTO PARTS, INC.** at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent*

  
Signature/Registered Agent

8-4-98  
Date

APPROVED  
AND  
FILED

98 AUG 24 AM 11:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA