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March 8, 1999

Corporate Records Bureau
Division of Corporations
Department of State
The Capitol
Tallahassee FL 32301

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-03/12/99--01076--004
****122.50 *****78.75

RE: Budget Auto Parts Sales and Service

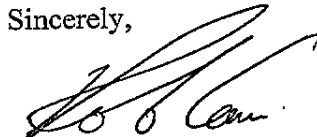
Gentlemen:

Enclosed for filing please find the original and one (1) copy of the Articles of Incorporation for the subject corporation. Also enclosed is our check in the amount of \$122.50 to cover the following:

Filing fee	\$35.00
Certified Copy Fee	52.50
Registered Agent Fee	<u>35.00</u>
	\$122.50

We would appreciate your filing the original Articles, certifying the copy and returning same to us. Thank you for your assistance in this matter.

Sincerely,



Robert A. Carr

enclosures

11313 Knight - Dupin Cal.
41/motorcycle, 31 33592

FILED
MAR 12 AM 10:40
TALLAHASSEE, FLORIDA
DEPT. OF STATE

CB
3-12-99
5

**ARTICLES OF INCORPORATION
OF
BUDGET AUTO PARTS SALES AND SERVICE, INC.**

FILED
99 MAR 12 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Budget Auto Parts Sales and Service, Inc.

ARTICLE II - PURPOSE

The Corporation is formed for the purposes of operating and transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of \$50.00 par value common stock, which shall be designated "Common Shares".

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - PREEMPTIVE 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this Corporation is 324 Recker Highway, Auburndale, Florida 33823, and the name and address of the initial Registered Agent of this Corporation is ROBERT A. CARR, 324 Recker Highway, Auburndale, Florida 33823.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial Directors of this Corporation are:

Robert A. Carr
11313 Knights-Griffin Road
Thonotosassa, Florida 33592

Brad Rutherford
903 West Lake Otis Drive
Winter Haven, Florida 33880

William Rutherford
942 Red Dandy Drive
Orlando, Florida 32818

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Robert A. Carr
11313 Knights-Griffin Road
Thonotosassa, Florida 33592

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the Shareholders owning stock sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE IX - CALLING OF SPECIAL MEETING

Special meetings of Shareholders may be called by the President, the Secretary, a majority of the Shareholders, the Board of Directors of this Corporation or a designee of any of the same.

ARTICLE X - REMOVAL OF DIRECTORS

A majority interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from the office with or without cause during his term.

ARTICLE XI - INTERESTED DIRECTORS CONTRACTS

No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approved or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee or the Shareholders.

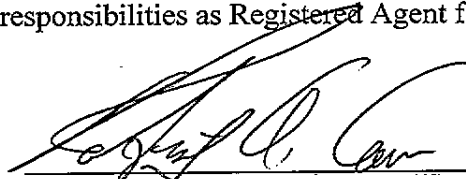
ARTICLE XII - EXTRAORDINARY ACTION

The affirmative vote of fifty-one percent (51%) of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these Articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell, lease or convey all or substantially all of the assets of the Corporation, or to voluntarily dissolve, liquidate or wind up its affairs.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 9 day of MARCH, 1999.


ROBERT A. CARR

I, ROBERT A. CARR, Secretary/Treasurer of Budget Auto Parts Sales and Service, Inc., am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


ROBERT A. CARR

THE STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, personally appeared ROBERT A. CARR, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same..

FILED
99 MAR 12 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State of
County aforesaid, this 9th day of March, 1999.

Linda S. Jones
NOTARY PUBLIC

Printed Name of Notary: Linda S. Jones

Commission Expires: 10/20/2000

