

TRANSMITTAL LETTER

99000037404

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

SUBJECT: Greenville Auto Parts Inc.
(Proposed corporate name - must include suffix)

700002851107--2
-04/26/99--01013--021
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Robert L. Tanner
Name (Printed or typed)

108 E. Broad Street, P.O. Box 338
Address

Greenville, Florida 32331
City, State & Zip

850-948-5761
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 26 AM 10: 14

APPROVED
AND
FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
99 APR 26 AM 10: 08

RECEIVED NOTE: Please provide the original and one copy of the articles.

ajc
4/26

ARTICLES OF INCORPORATION

OF :

GREENVILLE AUTO PARTS, INC.

(A Florida Profit Corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 26 AM 10:14

APPROVED
AND
FILED

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form this Corporation under the laws of the State of Florida.

ARTICLE I. NAME AND LOCATION

The name of this corporation for profit shall be; GREENVILLE AUTO PARTS, INC., located at, and whose mailing address is, 108 East Broad Street, Greenville, Florida 32331.

ARTICLE II. DURATION

This corporation shall have perpetual existence and shall commence to exist as of the filing date of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of operating an automotive parts business, and any and all other types of lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of one dollar (\$1.00) par value stock.

This corporation is organized as a small business and its shares shall be considered as Section 1244 stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows; ROBERT LEE TANNER, 108 East Broad Street, Greenville, Florida 32331

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is; ROBERT LEE TANNER, 108 East Broad Street, Greenville, Florida 32331.

ARTICLE VII. INCORPORATORS

The name and address of the Incorporator signing these Articles of Incorporation is; ROBERT LEE TANNER, 108 East Broad Street, Greenville, Florida 32331.

ARTICLE VIII. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name.

ROBERT LEE TANNER

10 SHARES

The above referenced stock shall only be transferred in accordance with Chapter 607 of the Florida Statutes.

ARTICLE IX. OFFICERS

The everyday operation of the corporation shall be conducted and managed by the officer of the corporation which shall be; ROBERT LEE TANNER, 108 East Broad Street, Greenville, Florida 32331.

ARTICLE X. AMENDMENT TO ARTICLES

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

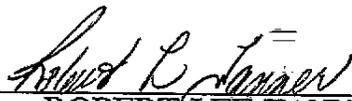
ARTICLE XI. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE XII. INDEMNIFICATION

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner and full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 23rd day of APRIL, 1999, at Macclenny, Baker County, Florida.



ROBERT LEE TANNER

ARTICLES OF INCORPORATION

OF :

GREENVILLE AUTO PARTS, INC.

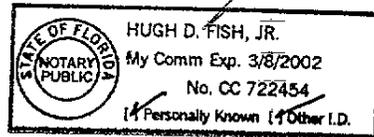
(A Florida Profit Corporation)

STATE OF FLORIDA
COUNTY OF BAKER

BEFORE ME, the undersigned authority, personally appeared, ROBERT LEE TANNER, to me known to be the persons who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 23rd day of APRIL, 1999.


Notary Public, State of Florida
My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Greenville Auto Parts, Inc.

2. The name and address of the registered agent and office is:

Robert Lee Garner
(NAME)
108 East Broad Street
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
Greenville, IL 32331
(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 26 AM 10:14

APPROVED
AND
FILED

Having been named as registered agent and to accept service of process for the above stated corporation 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.

Robert D. Garner
(SIGNATURE)

4-23-99
(DATE)