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LAW OFFICES
BENJAMIN T. SHUMAN
611 N. PINE HILLS ROAD
ORLANDO, FLORIDA
32808

FILED
99 JUL 14 PM 6:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(407) 295-4701

July 12, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
7-15-99

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-07/14/99--01054--011
*****78.75 *****78.75

Re: FLORIDA PARTS SYSTEMS, INC.

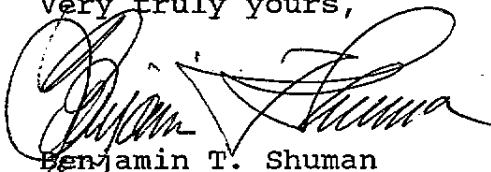
Gentlemen:

I enclose herewith original and copy of Articles of Incorporation for the above-captioned corporation together with my check in the amount of \$78.75 representing payment for the following:

Filing Fee	35.00
Resident Agent Designation (Contained within Articles)	35.00
Certified copy of Charter	8.75

Please furnish me with a certified copy of the Charter. Thank you for your cooperation in this matter.

Very truly yours,


Benjamin T. Shuman

BTS:ls
Enclosures

ARTICLES OF INCORPORATION
OF
FLORIDA PARTS SYSTEMS, INC.

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ARTICLE I - NAME

The name of this corporation is Florida Parts Systems, Inc.

ARTICLE II - COMMENCEMENT AND DURATION

This corporation shall exist perpetually. This Corporation will commence doing business on July 15, 1999.

ARTICLE III - PURPOSE

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

In addition to, and not in limitation of, other powers conferred by the laws of the State of Florida, this corporation shall have authority to engage in business as a wholesale and retail automotive parts distributor and supplier.

The Corporation shall have power to acquire, assign, and transact business as a franchisee or franchisor in various categories of automotive parts, accessories, and supplies.

The Corporation shall have the right, but not the duty, to make and enter into various types of contracts for Insurance benefits, such as Life Insurance, Health Insurance, Annuities, and other forms of policies for its officer or its directors, or for its employees. Said Insurances may be provided under approved, or unapproved plans, or not provided according to the determinations of the Directors.

Further, this Corporation shall have the power, but not the duty, to enter into pension and/or profit sharing plans, both approved and unapproved, and retirement annuity contracts for its officers, directors, or employees.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office, which is also the principal office and mailing address of this corporation, is 3502 Old Winter Garden Road, Units 4 & 5, Orlando, Florida 32805, and the name of the initial registered agent of this corporation at that address is Douglas R. Bolt.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation are:

Douglas R. Bolt

5608 Bay Side Drive
Orlando, FL 32819

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles are:

Douglas R. Bolt

5608 Bay Side Drive
Orlando, FL 32819


ARTICLE IX - BY-LAWS

The power to adopt by-laws shall be vested initially in the organizers of this corporation. Said by-laws may thereafter be amended by the directors or the shareholders except that the directors shall have no authority to repeal or amend a by-law adopted by the shareholders which expressly prohibits repeal or amendment, except by the shareholders.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Initially shares of the stock of this corporation will be owned by Douglas R. Bolt. If shares are to be issued to one or more other persons, then the shares of this corporation may not thereafter be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. All persons receiving original issue stock from this corporation must agree to such restrictions and endorse a written agreement providing for the means of disposition and the price and terms at which, and the time within which, such shares may be offered and sold. The Written agreement shall be adopted initially by the initial stockholder and the Corporation. Such restrictions shall be set forth on the face of all stock certificates issued after effective date of the agreement.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of July, 1999.


Douglas R. Bolt

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12th day of July, 1999, by Douglas R. Bolt who is personally known to me or who has produced Florida Driver's License No. _____
N/A as identification.

NOTARIAL
SEAL



Loretta Shuman
MY COMMISSION # CC769118 EXPIRES
September 3, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

Notary Public-State of Florida:

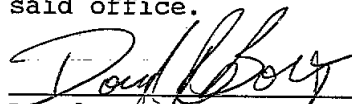
Sign Name: Loretta Shuman

Print Name: Loretta Shuman

My Commission Expires: 9/3/02

Commission No.: CC 769118

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of Section 48.091, Florida Statutes, relative to keeping open said office.


Douglas R. Bolt
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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