ARTICLES OF DISSOLUTION

OF

GIANT AUTO PARTS #2, INC.

ARTICLE I: The name of the corporation is: GIANT AUTO PARTS #2,

INC.

ARTICLE II: The dissolution was authorized on the 28th day of

September, 1998.

ARTICLE III: The total number of shareholder votes entitled to be

cast is One Hundred (100) The number of shareholders voting for the dissolution was One Hundred (100), and the number of shareholders

voting against the dissolution was zero (0).

ARTICLE IV: If voting by groups, the information required by III

above must be separately provided for each group

entitled to vote.

ARTICLE V: If the dissolution was approved by written consent

of all shareholders, a statement to that effect may be substituted for requirements III & IV above when

a copy of such signed consent is attached.

Dated this the 28th day of September, 1998.

VIVIAN STRICKLIN,

President

Inst # 1998-43128

11/02/1998-43128
O1:38 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 CRH 30.00