

THE CHARTER OF INCORPORATION OF
AUTO PARTS & SUPPLY COMPANY

1) The corporate title of this company shall be Auto Parts & Supply Company,

2) The incorporators and their respective post office addresses are as follows: J. E. Dearman, 102 South 21st Street, Columbus, Mississippi; T. A. Hanna, 836 Conroy Road, Birmingham, Alabama; and Mary M. Dearman, 102 South 21st Street, Columbus, Mississippi.

3) The domicile of this company shall be Columbus, Mississippi.

4) The amount of authorized capital stock shall be 320 shares of common stock, each of which shares shall have a par value of \$100; the total value of all of said common stock being \$32,000. Each of said shares of common stock shall entitle the owner thereof to one vote in the management and operation of the company; any stockholder being entitled to the same number of such votes as the number of such shares of stock owned by him.

5) The period of existence of this company shall be ninety-nine (99) years.

6) The purposes for which this corporation is created are to own and operate a mercantile business in the Southeastern part of the United States; to buy, sell, lease, repair, and deal in automobiles, automotive parts and equipment, and all other related commodities and items; and in addition thereto to exercise all the rights and powers conferred by the provisions of Chapter 4, Title 21, Mississippi Code 1942, as amended.

7) It shall be necessary for 150 shares of said common stock to be subscribed and paid for before the corporation shall commence business.

Signed by the incorporators at Columbus, Mississippi, this 13th day of October, 1952.

J. E. Dearman
T. A. Hanna
Mary M. Dearman

STATE OF MISSISSIPPI, Lowndes County

Personally appeared before me, a notary public of said county, the within named J. E. Dearman, T. A. Hanna, and Mary M. Dearman, who acknowledged that they signed the foregoing articles of incorporation for the purpose therein expressed as their act and deed, and that they authorized same to be filed with the Secretary of State of the State of Mississippi.

Witness my hand and seal this 13th day of October, 1952.

My commission expires:

My Commission Expires Nov. 15, 1953

Mary Colline Owen
NOTARY PUBLIC

Received at the office of the Secretary of State, this the 14th day of Oct.

A. D., 1952, together with the sum of \$ 74.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Hubert L. Davis
SECRETARY OF STATE

Jackson, Miss.,

October 15th, 1952

I have examined this _____ charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

J. P. Coleman
ATTORNEY GENERAL

By

Harold Hays Jr.
Assistant Attorney General

The State of Mississippi

EXECUTIVE



OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

AUTO PARTS & SUPPLY COMPANY

is hereby approved.

In testimony whereof, I have herewith set
my hand and caused the Great Seal of
the State of Mississippi to be affixed,
this _____ Fifteenth _____ day of

October 19 52



Jefferson Davis
Governor

By the Governor

John L. Davis
Secretary of State

Receipt No. 5778 L

Recorded in the Secretary of State's Office this the
sixteenth day of October, 1952.

1036 218

BOOK 036 PAGE 219

STATE OF MISSISSIPPI

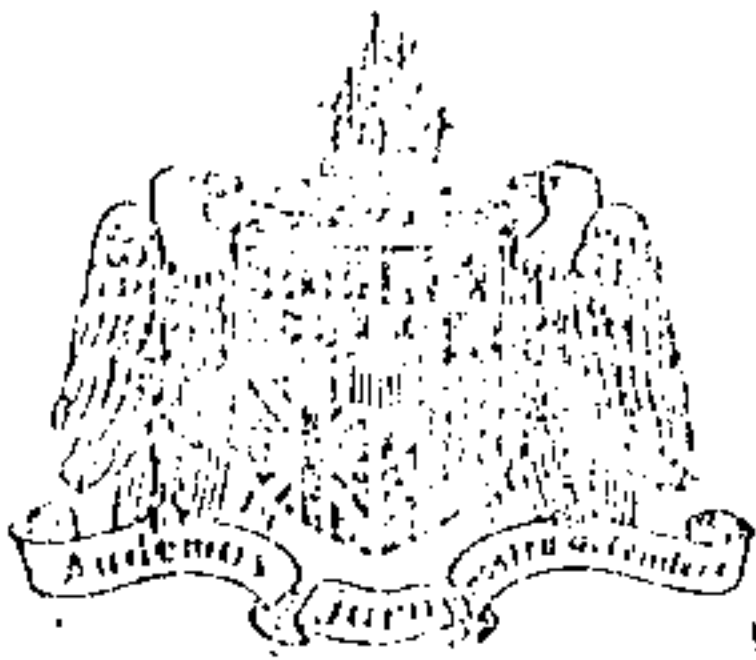
I hereby certify that this is a true
and complete copy of a 3 page
document on file in my office.

DATED February 16, 88

[Signature]

BY Tomp M. Fales

This Certification is given to the best of our



State of Alabama

Office Of The Secretary Of State

Certificate Of Authority

of

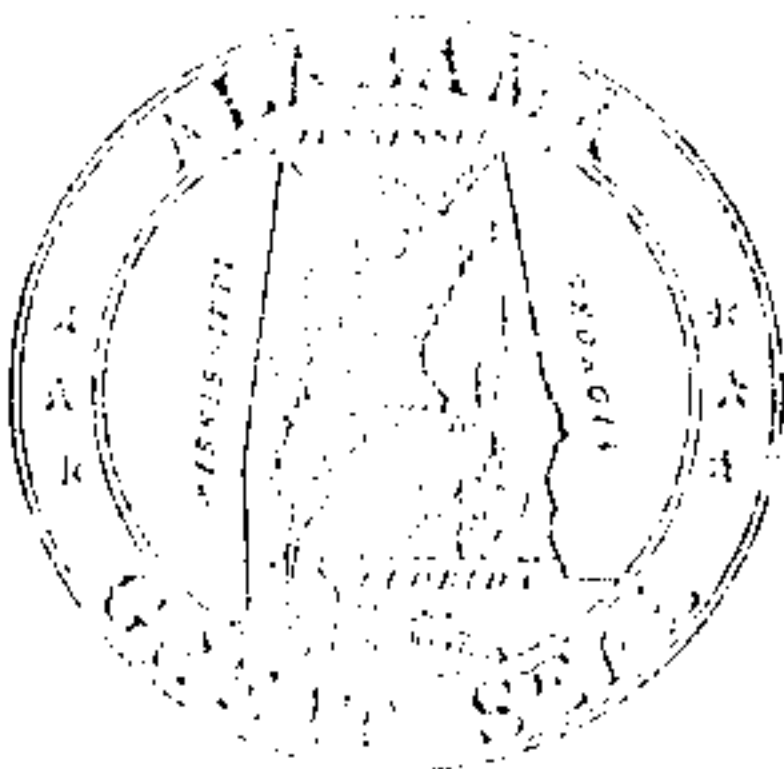
Auto Parts & Supply Company, Inc., a Mississippi corporation

The undersigned, as Secretary of the State of Alabama, hereby certifies that duplicate originals of Application for Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Authority to the above named corporation to transact business in this State under the name of

Auto Parts & Supply Company, Inc.

and attaches hereto a duplicate original of the Application for such Certificate



In Testimony Whereof, I have hereunto
set my hand and affixed the Great Seal of the
State, at the Capitol, in the
City of Montgomery, on this day.

February 9, 1968

Due

Glen Browder

Glen Browder

Secretary of State

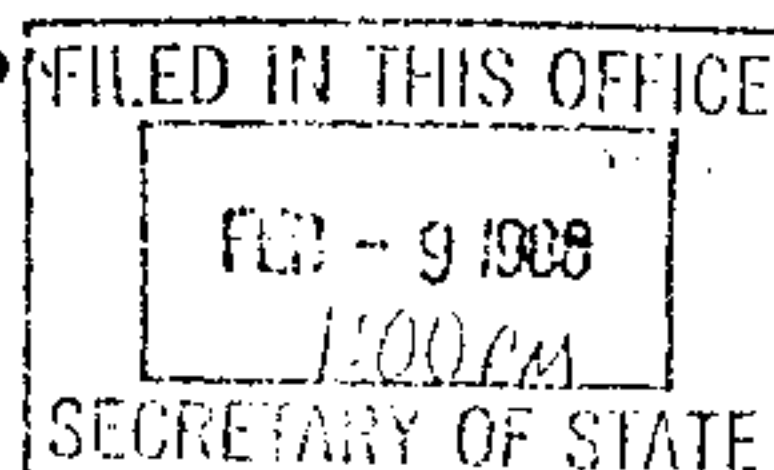
STATE OF ALABAMA



APPLICATION FOR CERTIFICATE OF AUTHORITY OF A FOREIGN CORPORATION TO TRANSACT BUSINESS IN ALABAMA

INSTRUCTIONS

PLEASE PRINT OR TYPE ALL ENTRIES



EACH SECTION MUST BE COMPLETED IN FULL OR THE APPLICATION WILL NOT BE CONSIDERED PROPERLY FILED

- LINE 1. Please enter name of corporation EXACTLY as it appears in charter.
- LINE 2. No Certificate of Authority will be issued to a foreign corporation unless the corporate name of such corporation shall contain the word "corporation" or "incorporated" or shall contain an abbreviation of one of such words, or such corporation shall, for the use in this State, add at the end of its name one of such words or an abbreviation thereof only on Line 2 of this application.
- LINE 5/6. These addresses must be STREET addresses.
- LINE 14. The certification by the Secretary of State or the equivalent in your state must be an original, currently dated, not over six months old.
- LINE 15. The application for Certificate of Authority must be executed for the corporation by its president or vice president AND secretary or assistant secretary and verified in the notary statement by one of the two officers that has signed application.

THE FEE FOR FILING APPLICATION IS \$75.00 MADE PAYABLE TO THE SECRETARY OF STATE

TO THE SECRETARY OF STATE OF THE STATE OF ALABAMA

Pursuant to the provisions of Section 10-2A-220, known as the Alabama Business Corporation Act, the undersigned corporation hereby applies for a Certificate of Authority to transact business in Alabama, and for that purpose submits the following statement.

1. Exact Name of Corporation: Auto Parts & Supply Company
2. The name elected to be used in Alabama is (see instructions): Auto Parts & Supply Company, Inc.
3. State or Country of Incorporation: Mississippi
4. Date of Incorporation: October 15, 1952 Duration of corporation: 92 years
5. Address of principal office in state or country of incorporation:
c/o Edward Balk, Highway 82 East, Columbus, Mississippi
Street address (not P.O. box) City State Zip
6. Address of registered office in Alabama and registered agent at such address:
Robert T. Hentz
Name of agent
2169 Highway 31 South, Pelham, Alabama 35124
Street address (not P.O. box) City State Zip
7. Purpose or purposes of the corporation which it proposes to pursue in the transaction of business in Alabama:
To sell automobile parts and supplies

8. The names and respective addresses of its directors and officers are:

Name	Office/Title	Street Address
Robert T. Hentz	President and Director	2169 Highway 31 South Pelham, Alabama 35124
Ann D. Hentz	Treasurer, Secretary and Director	2169 Highway 31 South Pelham, Alabama 35124

9. The aggregate number of shares which the corporation HAS AUTHORITY TO ISSUE, itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
320	Common	N/A	\$1.00

10. The aggregate number of ISSUED SHARES itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
320	Common	N/A	\$1.00

11. Is a majority of any such stock owned or controlled by non-U.S. Citizens. If so please list Alabama counties in which said corporation owns real property:

No

(Please attach additional sheets if necessary).

12. Has the Corporation or any of its officers or directors acting on behalf of the corporation been convicted of violating federal or any state criminal statutes? No

Yes or No

If yes, please specify N/A

(Please attach additional sheets if necessary).

13. A statement expressed in dollars - of the amount of stated capital of the corporation: 95,017.63

14. This application is accompanied by a copy of articles of incorporation and all amendments thereto, duly certified by the proper officer of the state under the laws of which it is incorporated, together with the filing fee of \$75.00.

15. Date: February 5, 1988

Auto Parts & Supply Company, Inc.
(Name of corporation)

X executed by: Robert T. Hentz
Its President

X executed by: Ann D. Hentz
Its Secretary

NOTARY STATEMENT Officer verifying application must be one of the two officers that has executed application above.

STATE OR COUNTRY Alabama

COUNTY OF Jefferson

Before me, the undersigned authority in and for said county and state, personally appeared Robert T. Hentz, who being by me first duly sworn, doth depose and say that he/she is the President of Auto Parts & Supply Company, Inc. and that the foregoing statements contained in this report are true, full and correct.

X Robert T. Hentz
(Signature of officer)

Subscribed and sworn to before me on the 8th day of February, 1988 in witness whereof I hereunto subscribe my name and affix the seal of my office.

Ed S. O'Neil, III
(Notary public)
My commission expires 11-26-90

Mail Duplicate Originals of this Application WITH THE FILING FEE OF \$75.00 To: Secretary of State, Corporation Division, 501 State Office Building, Montgomery, Alabama 36130.

Secretary of State

State of Alabama

I hereby certify that this is a true
and complete copy of the document(s) filed
in this office and certificate issued by
this office on February 4, 1988.

Dated 2-15-88

Glen Browder

Glen Browder

Secretary of State

STATE OF ALA. SHELBY
I CERTIFY THIS
INSTRUMENT WAS FILED

88 JUN -6 PM 4: 00

Thomas A. Swanson, Jr.
JUDGE OF PROBATE

RECORDING FEES

Recording Fee	\$ <u>20.00</u>
Index Fee	<u>1.00</u>
TOTAL	<u>21.00</u>