

State of Idaho

Department of State

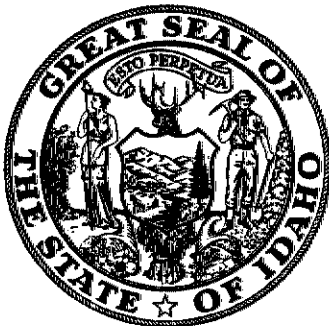
CERTIFICATE OF AUTHORITY OF

**FLORIDA AUTOMOTIVE PARTNERS, INC.
File number C 109266**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of FLORIDA AUTOMOTIVE PARTNERS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to FLORIDA AUTOMOTIVE PARTNERS, INC. to transact business in this State under the name FLORIDA AUTOMOTIVE PARTNERS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: February 1, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sisk*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Florida Automotive Partners, Inc.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Florida

4. The date of its incorporation is September 16, 1994 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

120 NW 12 Avenue, Deerfield Beach, Florida 33442

6. The address to which correspondence should be addressed, if different from that in item 5.

Same

7. The street address of its proposed registered office in Idaho is 300 North 6th Street

Boise, Idaho 83701

, and the name of its proposed registered agent in Idaho at that address is C T Corporation System

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
State House, Room 203
Boise, Idaho 83720

Secretary of State use only.

IDAHO SECRETARY OF STATE

19950201 0900 60937 2

CK #: 10516 CUST# 22622

CORP

1@ 100.00= 100.00

ACA593

(IDRHO - 2542 - 7/13/93)

File Two Copies along with a Certificate of Corporate Status or Existence

Fee: \$100 if typed with no attachments

\$120 if not type or if attachments are included

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

Name	Office	Address
<u>Michael Nixon</u>	<u>Director</u>	<u>120 NW 12 Avenue, Deerfield Beach, Florida 33442</u>
<u>Sidney D. Wolk</u>	<u>Director</u>	<u>4040 Mystic Valley Pkwy, Boston, Massachusetts 02155</u>
<u>Nathan T. Wolk</u>	<u>Director</u>	<u>4040 Mystic Valley Pkwy, Boston, Massachusetts 02155</u>
<u>Jeffrey G. Davis</u>	<u>President and Secretary</u>	<u>120 NW 12 Avenue, Deerfield Beach, Florida 33442</u>
<u>Richard G. Connolly</u>	<u>President</u>	<u>4040 Mystic Valley Pkwy, Boston, Massachusetts 02155</u>
<u>Carol S. Meinhart</u>	<u>Vice President</u>	<u>4040 Mystic Valley Pkwy, Boston, Massachusetts 02155</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 1/3/95

Florida Automotive Partners, Inc.

(Corporation Name)

By [Signature]
Richard G. Connolly Its President Vice President (please specify)

and [Signature]
Jeffrey G. Davis Its Secretary Assistant Secretary (please specify)

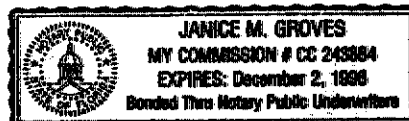
STATE OF Florida) ss:

COUNTY OF Broward)

I, JANICE M. GROVES, a notary public, do hereby certify that on this 3RD day of JANUARY, 1995, personally appeared before me Jeffrey G. Davis, who being by me first duly sworn, declared that (s)he is the Secretary of _____

Florida Automotive Partners, Inc.

that (s)he signed the foregoing documents as Secretary of the corporation and that the statements therein contained are true.



[Signature]
Notary Public

State of Florida



Department of State

FEB 1 11 11 AM '95
SECRETARY OF STATE

I certify from the records of this office that FLORIDA AUTOMOTIVE PARTNERS, INC., is a corporation organized under the laws of the State of Florida, filed on September 16, 1994.

The document number of this corporation is P94000068376.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1994, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-seventh day of January, 1995



CR2EO22 (1-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State