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Department
of the
Secretary of State

State of North Carolina

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (2 sheets) to be a true copy of

ARTICLES OF INCORPORATION

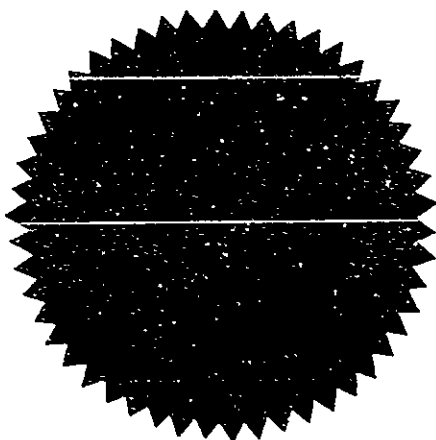
OF

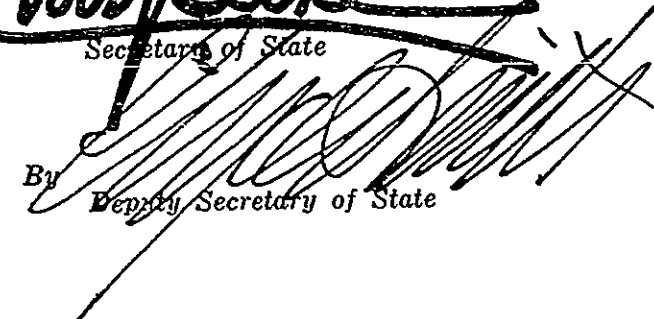
B & C AUTO PARTS AND SERVICE, INC.

and the probates thereon, the original of which was filed in this office on the 22nd day of March 1984 , after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 22nd day of March in the year of our Lord 1984.




Secretary of State
By 
Deputy Secretary of State

MAR 22 1 55 PM '84

FILED
THAD EURE
SECRETARY OF STATE
NORTH CAROLINAARTICLES OF INCORPORATION
OF
B & C AUTO PARTS AND SERVICE, INC.

I, the undersigned natural person of the age of eighteen years or more, do hereby make these Articles of Incorporation for the purpose of forming a business corporation under the laws of the State of North Carolina, as contained in Chapter 55 of the General Statutes of North Carolina, entitled "Business Corporation Act," and the several amendments thereto and to that end do hereby set forth:

1. NAME. The name of the corporation is B & C AUTO PARTS AND SERVICE, INC.

2. DURATION. The period of duration of the corporation shall be perpetual.

3. PURPOSES. The purposes for which the corporation is organized are:

a. To engage in any lawful act or activity for which corporations may be organized pursuant to North Carolina General Statute Chapter 55 or its successor acts.

b. To engage in the repair of automobiles and trucks; and to distribute general automobile parts and accessories of all types and kinds.

c. To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in connection therewith; and to engage in the business of purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles.

4. AUTHORIZED CAPITAL. The corporation shall be authorized to issue 1,000 shares of common stock with a par value of \$100.00 per share.

5. MINIMUM CONSIDERATION. The minimum amount of consideration to be received by the corporation for its shares before it shall commence business is \$1.00, either in cash or property.

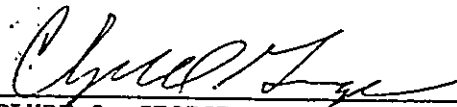
6. REGISTERED OFFICE AND AGENT. The address of the initial registered office of the corporation in this State is 855 West Northwest Boulevard, Winston-Salem, Forsyth County, North Carolina 27101, and the name of the initial registered agent at such address is Clyde O. George.

7. INITIAL DIRECTORS. The number of directors of the corporation may be fixed by the By-Laws. The number of persons constituting the initial Board of Directors shall be one. The name and address of the person who is to serve as initial director until his successors are elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Clyde O. George	855 West Northwest Boulevard Winston-Salem, Forsyth County North Carolina 27101

8. INCORPORATOR. The name and address of the Incorporator is: Clyde O. George, 855 West Northwest Boulevard, Winston-Salem, Forsyth County, North Carolina 27101.

IN WITNESS WHEREOF, I have hereunto set my hand, this 15th day of March, 1984.

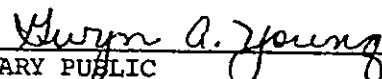

CLYDE O. GEORGE

STATE OF NORTH CAROLINA

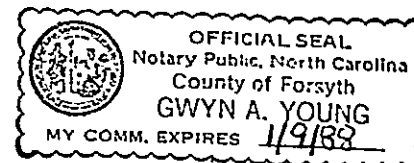
COUNTY OF FORSYTH

This is to certify, that on this 15th day of March, 1984, before me, a Notary Public, personally appeared CLYDE O. GEORGE, who I am satisfied is the person named in and who executed the foregoing Articles of Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this the 15th day of March, 1984.


NOTARY PUBLIC

MY COMMISSION EXPIRES: January 9, 1988



PRESENTED FOR
REGISTRATION
AND RECORDED

APR 5 10 39 AM '84

EUNICE AYERS
REGISTER OF DEEDS
FORSYTH CTY, N.C.

\$7.00 pd-cc

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