

Corporate I.D. # _____

STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT
OF
ALLIED AUTO PARTS COMPANY, INC.

To the Secretary of State of
the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation, organized under the laws of the State of Massachusetts, submits the following statement for the purpose of changing its registered office and its registered agent in the State of Rhode Island:

FIRST: The name of the corporation is ALLIED AUTO PARTS COMPANY, INC.

SECOND: The address of its present registered office is c/o The Prentice-Hall Corporation System, Inc., Suite 900, 170 Westminster Street, Providence, Rhode Island 02903.

THIRD: The address to which its registered office is to be change is Allied Auto Parts Company, Inc., 377 Cumberland Hill Road, Woonsocket, Rhode Island 02895.

FOURTH: The name of its present registered agent is The Prentice-Hall Corporation System, Inc.

FIFTH: The name of its successor registered agent is E. J. Rochefort.

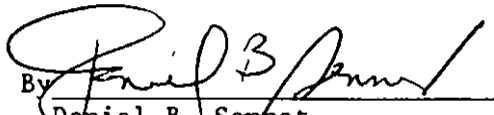
SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of directors.

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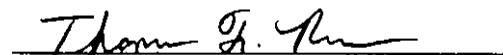
Dated April 8, 1991

By 
Daniel B. Sennet
Its Vice President

STATE OF MASSACHUSETTS

COUNTY OF PLYMOUTH ss:

At BROCKTON in said county on this 8th day of APRIL, 1991, personally appeared before me DANIEL B. SENNET, who, being by me first duly sworn, declared that he is the Vice President of Allied Auto Parts Company, Inc., that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.


Notary Public
My commission expires: April 5, 1996

(NOTARIAL SEAL)