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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

BRUCE A. McDONALD
BOARD CERTIFIED
BUSINESS LITIGATION ATTORNEY

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May 21, 1998

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: D & G AUTOMOTIVE, INC.

Dear Sir:

Enclosed please find Articles of Incorporation of D & G Automotive, Inc. and Acceptance of Appointment of Registered Agent. Also, please find our check for \$122.50 to cover the filing fee for a profit corporation, and registered agent designation. Please send us back a certified copy of these Articles (copy enclosed) showing your receipt of same.

If you should have any problems or concerns, please hesitate to contact my office.

Sincerely,

Bruce A. McDonald

Bruce A. McDonald

BAM/jbw
Encls.

FILED
98 MAY 22 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
D & G AUTOMOTIVE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation is D & G Automotive, Inc.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of the filing of these Articles with the Department of State.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States.

ARTICLE IV

PRINCIPAL OFFICE; MAILING ADDRESS

The principal office is located at 641 W. 15th Street, Panama City, Florida 32401. The mailing address of the corporation is 4060 S. Ferdon Blvd., Crestview, Florida 32536.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of

\$1.00 par value common stock, all of the same class.

ARTICLE VI

PREEMPTIVE RIGHTS; RIGHT OF FIRST REFUSAL

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

Every shareholder shall have a pro-rata right of first refusal in the event that any other shareholder receives an offer of purchase of any shares, or desires to sell any shares, under terms to be adopted by the board of directors in the by-laws or by agreement of the shareholders.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 4060 S. Ferdon Blvd., Crestview, FL 32536, and the name of this corporation's initial registered agent is Leon Daggs, Jr.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2), whose names and addresses are:

Leon Daggs, Jr.
4060 S. Ferdon Blvd.
Crestview, FL 32536

Braxton Greer
2930 Roxburgh Drive
Roswell, GA 30076

ARTICLE IX

INITIAL OFFICERS AND MANAGERIAL AUTHORITY

The initial officers, until replaced by the board of directors, shall be:

President -- Leon Daggs, Jr.

Vice President -- Braxton Greer

Secretary -- Braxton Greer

Treasurer -- Braxton Greer

The officer with "managerial authority," as defined in the by-laws, shall be the President.

ARTICLE X

INCORPORATOR

The name and address of the incorporator is Leon Daggs, Jr., at 4060 S. Ferdon Blvd., Crestview, FL 32536.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20 day of ^{May} ~~March~~, 1998.



Leon Daggs, Jr., Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Leon Daggs, Jr., hereby accept the appointment as Registered Agent for D & G Automotive, Inc., and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 20 day of May, 1998.



Leon Daggs, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA