

05/24/06 15:21 FAX 813 2298313

FOWLER WHITE TAMPA

001/003

Division of Corporations

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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : FOWLER, WHITE, BOGGS, BANKER, P.A.
Account Number : 075410001562
Phone : (813)228-7411
Fax Number : (813)228-9401

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Value Brakes of Tennessee, LLC

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DIVISION OF CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
VALUE BRAKES OF TENNESSEE, LLC

I hereby file these Articles of Organization as an authorized representative of a member of the limited liability company to be formed pursuant to these Articles of Organization and the laws of the State of Florida.

ARTICLE I

Name

The name of the limited liability company to be formed hereunder is "Value Brakes of Tennessee, LLC".

ARTICLE II

Mailing Address and Street Address

The mailing address and the street address of the principal office of the limited liability company is c/o Fowler White Boggs Banker P.A., 501 East Kennedy Blvd., Suite 1700, Tampa, Florida 33602.

ARTICLE III

Registered Office and Registered Agent

The street address of the limited liability company's initial registered office in Florida is 501 E. Kennedy Boulevard, Suite 1700, Tampa, Florida 33602, Attention: R. Alan Higbee, and the name of its initial registered agent is Fowler White Boggs Banker P.A.

ARTICLE IV

Management

The names and addresses of the initial Managers are as follows:

Robert S. Davis, MGR
7634 Sweetgum Drive
Irving, Texas 75063

Paul G. Brashier, MGR
301 Washington Street, Ste. 301
Huntsville, Alabama 35801

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TALLAHASSEE, FLORIDA

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IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 24th day of May, 2006.



R. Alan Higbee, Authorized Representative

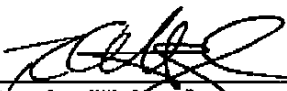
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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Value Brakes of Tennessee, LLC, Fowler White Boggs Banker P.A. accepts such appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes, Section 608.415 and is herewith simultaneously designated as registered agent.

Executed this 24th day of May, 2006.



R. Alan Higbee for
Fowler White Boggs Banker P.A.,
as Registered Agent

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AND
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