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TALLAHASSEE, FLORIDA

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PENSACOLA, FLORIDA
DESTIN, FLORIDA

GARY W. HUSTON

January 29, 2009

Florida Department of State
Division of Corporations
Registration Section
Post Office Box 6327
Tallahassee, FL 32314

Re: **Gulf South Automotive Sales, Inc.
and Southco Supply, Inc. -
Conversion to LLC**

Dear Sir or Madam:

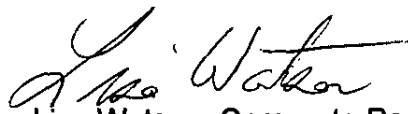
Enclosed are the following:

1. Gulf South Automotive Sales, Inc. The original and one copy of Certificate of Conversion and Articles of Organizational, together with a check in the amount of \$180.00 for the filing fees and certified copy fee.
2. Southco Supply, Inc. The original and one copy of Certificate of Conversion and Articles of Organizational, together with a check in the amount of \$180.00 for the filing fees and certified copy fee.

We will appreciate your filing these documents as soon as possible and returning the certified copies to our office.

Please call me if you have any questions (direct #850-208-7046). Thank you.

Yours truly,


Lisa Watson, Corporate Paralegal
for Gary W. Huston

lw/encls.

A0431193

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

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2009 FEB -2 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:
GULF SOUTH AUTOMOTIVE SALES, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION (document #P03000100446).
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on 9/15/03.
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

n/a

4. The name of the Florida Limited Liability Company as set forth in the attached **Articles of Organization**:

GULF SOUTH AUTOMOTIVE SALES, LLC
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date:_____.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 28th day of January, 2009.

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Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: [Signature]

Printed Name: DENNIS P. FOSTER

Title: MEMBER

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: [Signature]

Printed Name: DENNIS P. FOSTER

Title: PRESIDENT

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

**ARTICLES OF ORGANIZATION
OF
GULF SOUTH AUTOMOTIVE SALES, LLC**

FILED
2009 FEB -2 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Organization, desiring to form a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and being a natural person competent to contract, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I (NAME)

The name of this limited liability company is GULF SOUTH AUTOMOTIVE SALES, LLC (the "Company").

ARTICLE II (DURATION)

The Company shall have perpetual duration, beginning on the date these Articles of Organization are filed in the Office of the Secretary of State of the State of Florida.

ARTICLE III (POWERS)

The Company shall have all of the powers stated in the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as such chapter presently exists and may hereafter be amended.

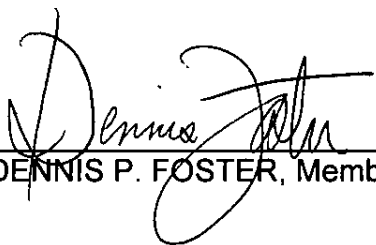
ARTICLE IV (PRINCIPAL OFFICE)

The street address and mailing address of the Company's initial principal office shall be 431 Beverly Parkway, Pensacola, Florida 32526. The Company's principal office may hereafter be at such other place or places as the members from time to time may determine.

ARTICLE V (REGISTERED AGENT)

The name of the initial registered agent of the Company shall be Dennis P. Foster, and the street address of the registered agent is 431 Beverly Parkway, Pensacola, Florida 32526.

IN WITNESS WHEREOF, the undersigned member has executed the foregoing Articles of Organization on January 28, 2009.



DENNIS P. FOSTER, Member

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 608.415, Florida Statutes, the following is submitted:
That GULF SOUTH AUTOMOTIVE SALES, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 431 Beverly Parkway, Pensacola, Florida 32526, has named Dennis P. Foster, whose address is 431 Beverly Parkway, Pensacola, Florida 32526, as its agent to accept service of process within Florida.

GULF SOUTH AUTOMOTIVE SALES, LLC

By: _____


Dennis P. Foster, Member

ACCEPTANCE

Having been named as registered agent and to accept service of process for GULF SOUTH AUTOMOTIVE SALES, LLC at the place designated in this certificate, I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608 of Florida Statutes, and I agree to act in that position.

January 28, 2009.


Dennis P. Foster, Registered Agent

A0430204