

DAVID B. PLEAT*
*Also Admitted In D.C. & MD.

AMY A. PERRY†
†Also Admitted In GA.



PLEAT & PERRY, P.A.
• ATTORNEYS AT LAW •

4477 LEGENDARY DRIVE
SUITE 202
DESTIN, FLORIDA 32541
850.650.0599
FAX 850.650.4402
law@pleat.coxatwork.com

PO 1000103137
October 12, 2001

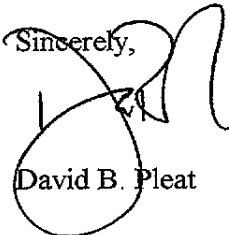
Florida Department of State
Division of Corporations
New Filing Section
409 E. Gaines Street
Tallahassee, FL 32399

RE: Articles of Incorporation
of The Henslee Group, Incorporated

600004638756--3
-10/17/01--01007--002
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation of The Henslee Group, Incorporated along with a check in the amount of \$78.75 to cover the cost of filing the Articles of Incorporation, the Registered Agent Designation and a Certified Copy to be returned in the enclosed envelope. Please feel free to call me if you have any questions.

Sincerely,

David B. Pleat

DBP\kmb
Enclosures
G:\wp_docs\Henslee_Mark\Henslee.lss.wpd

W01000024067

B. Mitchell OCT 24 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 17, 2001

DAVID B. PLEAT
4477 LEGENDARY DR
SUITE 202
DESTIN, FL 32541

SUBJECT: THE HENSLEE GROUP, INC.
Ref. Number: W01000024067

We have received your document for THE HENSLEE GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6930.

Barbara Bostick
Document Specialist
New Filings

Letter Number: 301A00057515

ARTICLES OF INCORPORATION
OF
THE HENSLEE GROUP, INCORPORATED

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act and providing for the formation, rights, and privileges of corporations for profit, hereby adopts the following Articles of Incorporation for such corporation;

ARTICLE I - NAME

The name of the corporation shall be **THE HENSLEE GROUP, INCORPORATED**, and its principal place of business shall be in the county of Okaloosa, Florida, but it shall have the power and authority to establish branch offices at such places as may be designated by the Board of Directors.

ARTICLE II - DURATION

The period of duration for this Corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of the Corporation is to provide retail general automotive service, repair and parts to the general public and other businesses, and to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes herein set forth.

ARTICLE IV - CAPITAL STRUCTURE

The corporation shall have authority to issue ten million (10,000,000) shares of common stock, all of one class, one dollar (\$1.00) par value per share.

Each share of common stock shall be counted as one vote per share issued.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than seventy-five (75) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this Corporation shall be located in Destin, Okaloosa County, Florida. The street address of said principal office of the Corporation shall be 3646 Emerald Plaza Drive (Opalocka Lane), Destin, Florida 32541. The mailing address of said principal office of the Corporation shall be Post Office Box 5915, Destin, Florida 32540.

ARTICLE VI - INITIAL REGISTERED OFFICE

The street address of the initial Registered Office is 4477 Legendary Drive, Suite 202, Destin, Florida 32541, and the name of the initial Registered Agent at said address is David B. Pleat.

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said corporation.



David B. Pleat

ARTICLE VII - BOARD OF DIRECTORS


The business of the Corporation shall be conducted by a Board of Directors, subject to the By-Laws of the Corporation. The number of directors constituting the initial Board of Directors, who shall hold office until their successors are elected and have qualified, is four, whose names and addresses are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Mark Allen Kenslee	105 Dearborn Drive Dothan, AL 36305	President and Chief Executive Officer
Maureen Hayes Henslee	105 Dearborn Drive Dothan, AL 36305	Vice President, Finance and Accounting
Sharon Mathis Moody, Ph.D.	210 Fox Hollow Drive Dothan, AL 36305	Director
Aaron Lynn Phillips, Ph.D.	726 Douglas Street #C Bakersfield, CA 93308	Director

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:


Mark Allen Kenslee
105 Dearborn Drive
Dothan, AL 36305


Mark Allen Kenslee
Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME the undersigned authority, personally appeared MARK ALLEN KENSLEE, who is to me personally known to be the person described in and who subscribed the above Articles of Incorporation, and who did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at Destin in said County and State this 11th day of October, 2001.


Notary: Kellyanne M. Bartleson
Notary Public, State of Florida
My Commission Expires: