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April 25, 2002

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

600005368116--3
-04/29/02--01063--003
*****78.75 *****78.75

Re: Garland Automotive, Inc.

EFFECTIVE DATE
05-01-02


Dear Sir/Madam:

Enclosed please find original and one copy of the Articles of Incorporation for Garland Automotive, Inc. together with original and one copy of the Certificate Designating Registered Agent. Also enclosed is our check in the amount of \$78.75 to cover the cost of filing. Please file effective May 1, 2002.

Thank you for your assistance in this matter.

Very truly yours,

MOORE, HILL & WESTMORELAND, P.A.


Bev Ellis
Paralegal to
SARAH B. DYRDA

FILED
02 APR 29 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/ble

Enclosures

gsl

**ARTICLES OF INCORPORATION
OF
GARLAND AUTOMOTIVE, INC.**

The undersigned, who desires to form a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

FILED
02 APR 29 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this corporation is **GARLAND AUTOMOTIVE, INC.**

ARTICLE-II-DURATION

This corporation shall have perpetual existence commencing on May 1, 2002 at 12:00 A.M. after the filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

EFFECTIVE DATE
05-01-02

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7640 LeJeune Drive, Pensacola, Florida 32514, and the name of the initial registered agent of this corporation at that address is **KENNETH MICHAEL GARLAND**.

ARTICLE VII-INCORPORATORS

The name and address of the Incorporator signing these articles is: Kenneth Michael Garland, 7640 LeJeune Drive, Pensacola, Florida 32514.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The name and address of the first Board of Directors is:

Kenneth Michael Garland
7640 LeJeune Drive
Pensacola, Florida 32514

ARTICLE IX-INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X-AMENDMENT

These Articles of Incorporation may be amended in any manner provided by Florida law.

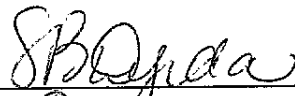
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 22 day of April, 2002.


KENNETH MICHAEL GARLAND

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 22 day of April, 2002 by **KENNETH MICHAEL GARLAND**, who has produced FL DL License G445-513-58-146-0 as identification.




S. B. Dyrda, NOTARY PUBLIC
(Printed Name)

State of Florida at Large

My Commission Expires:

ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT

FILED
02 APR 29 PM 1:08
SECRETARY OF THE
TALLAHASSEE, FLORIDA

I, Kenneth Michael Garland, having been named as the Registered Agent to accept service of process for Garland Automotive, Inc., a Florida corporation hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: April 22, 2002

Michael Garland
KENNETH MICHAEL GARLAND
Registered Agent

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 22 day of April, 2002 by **KENNETH MICHAEL GARLAND**, who has produced FL DL G645-513-58-146-0 as identification.



S. B. Dyrda
S. B. Dyrda, NOTARY PUBLIC
(Printed Name)

State of Florida at Large

My Commission Expires: