

JOHN R. COUNCIL

ATTORNEY AT LAW

14028 FIFTH STREET  
P.O. BOX 991  
DADE CITY, FLORIDA 33526-0991  
A. DALLAS ALBRITTON  
(OF COUNSEL)

TELEPHONE:  
(352) 567-5136

FAX NO.:  
(352) 567-6719

August 19, 2002

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

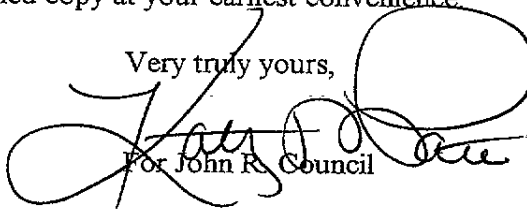
000007280970--0  
-08/22/02--01032--023  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Best Auto Light Distribution, Inc.

Dear Sir/Madam:

Please find enclosed Articles of Incorporation for filing along with our check for same. Please forward the filed copy at your earliest convenience.

Very truly yours,

  
For John R. Council

/kp  
encls.

FILED  
02 AUG 22 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
BEST AUTO LIGHT DISTRIBUTION, INC.

FILED  
02 AUG 22 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I. CORPORATE NAME

The name of the corporation is: BEST AUTO LIGHT DISTRIBUTION, INC.

The principal place of business of this Corporation shall be:

15146 14<sup>TH</sup> Street  
Dade City, FL 33523

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock (Having a par value of \$1.00 per share).

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

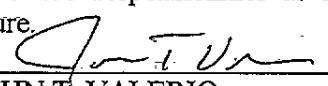
The Registered Agent and the street address if the initial Registered Office of this Corporation in the State of Florida shall be:

John T. Valerio  
36904 Suwannee Way  
Dade City, FL 33525

Mailing Address: 36904 Suwannee Way  
Dade City, FL 33525

Acceptance by Registered Agent:

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation; and the registered agent signature.

  
JOHN T. VALERIO

The board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### ARTICLE VI. BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

#### ARTICLE VII. INITIAL DIRECTOR

The name and street address of the initial directors of this Corporation is:

John T. Valerio  
36904 Suwannee Way  
Dade City, FL 33525

R. Michael Valerio  
15011 SR 64  
Bradenton, FL 34212

The person named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE VIII. INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are:

John T. Valerio  
36904 Suwannee Way  
Dade City, FL 33525

#### ARTICLE IX. AMENDMENT

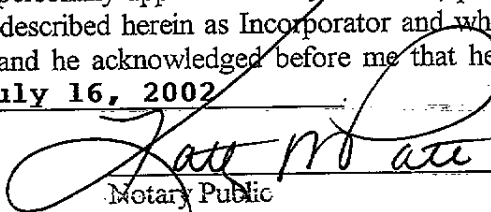
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, have executed the Articles of Incorporation on July 16, 2002

  
JOHN T. VALERIO

STATE OF FLORIDA  
COUNTY OF Pasco

Before me, a Notary Public, personally appeared John T. Valerio, personally known to me and who did not take an oath described herein as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation on July 16, 2002

  
Notary Public

My commission expires:

(SEAL)



Kathy Marie Pate  
MY COMMISSION # CC984622 EXPIRES  
December 19, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.

**FILED**  
02 AUG 22 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA