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#### DONNELLY & RUSSO, P.A.

ATTORNEYS AT LAW

3708 W. EUCLID AVENUE, TAMPA, FLORIDA 33629

SEAN V. DONNELLY\*

JOSEPH C. RUSSO

\*ALSO ADMITTED IN ILLINOIS

(813)832-9790 PHONE (813)832-9739 FAX

June 21, 2005

Secretary of State Division of Corporations PO Box 6327 Tallahassee, Fl. 32314

Re: Filing of Articles of Incorporation for Haynes Automotive, Inc.

To Whom It May Concern:

Please find enclosed the Articles of Incorporation for referenced corporation, along with a check for \$78.75 for the filing fees.

Please file the Articles of Incorporation and provide our office with a Certificate of Good Standing.

Thank you for your attention to this matter. If you have any questions, please feel free to contact me.

Sincerely,

Vikki Brown

Legal Assistant to Joseph C. Russo

Enc.

## ARTICLES OF INCORPORATION OF HAYNES AUTOMOTIVE, INC.

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1 Name

The name of this corporation is:

HAYNES AUTOMOTIVE, INC.

ARTICLE 2
Mailing Address

The mailing and street address for the principal office of this corporation is:

3836 Gallagher Rd., Dover, Fl. 33527

ARTICLE 3
Shares

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

## ARTICLE 4 Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 3836 Gallagher Rd., Dover, Fl. 33527, and the name of the initial registered agent of this corporation at that address is Thomas Waylon Haynes.

ARTICLE 5 Incorporator

The name and address of the person signing these Articles is:

Thomas Waylon Haynes: 3836 Gallagher Rd., Dover, Fl. 33527

ARTICLE 6
Initial Board of Directors

This corporation shall have Two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director(s) of this corporation is/are:

SHOUTH OF CORFORATIONS
SOLVE TARY TO STATE

Thomas Waylon Haynes: 3836 Gallagher Rd., Dover, Fl. 33527. John T. Haynes: 3836 Gallagher Rd., Dover, Fl. 33527.

The method of election of directors will be as stated in the Bylaws.

## ARTICLE 7 Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

IN WITNES	S WHERE	OF, the	undersigned	has ex	xecuted	these	Articles	of Incorp	oration,
his Z day of	TURC .2	2005.	-				L //		

Thomas Wayton Haynes

### STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 2154 day of by Thomas Waylon Haynes.

Ann Ellis

My Commission DD239813

Expires August 26. 2007

Sloor of Court

Type, Print or Stamp Name of Notary
Personally known

or Produced Identification V

#### Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Thomas Waylon Haynes

CF CORFERATION