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THOMAS GERALD HOLLEY

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August 8, 1995

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

000001556430
-08/09/95--01080--003
****122.50 ****122.50

RE: B&G Automotive, Inc.

Dear Sirs:

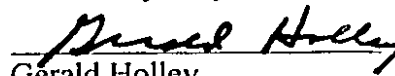
Enclosed are the original and one copy of the Articles of Incorporation for the above-named corporation.

Please file and send me a certified copy of the Articles.

Also enclosed is my check in the amount of \$122.50 for the filing fee.

Thank you for your cooperation in this matter.

Yours very truly,


Gerald Holley

GH/rh
Encl.

SN
8/10/95

FILED
25 AUG - 9 AM 9:31
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

B & G AUTOMOTIVE, INC.

FILED

95 AUG -9 AM 9:31

SECRETARY OF STATE,
TALLAHASSEE, FLORIDA

The **ARTICLES OF INCORPORATION** of **B & G AUTOMOTIVE, INC.**, are as follows:

ARTICLE I.

The name of this corporation shall be **B & G AUTOMOTIVE, INC.**,

ARTICLE II.

The duration of this corporation is perpetual.

ARTICLE III.

This corporation is organized for transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, or under the laws of the State of Florida, except that said corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV.

The aggregate of shares of stock of said corporation shall be 100 shares of common stock with a par value of \$30.00.

ARTICLE V.

The initial registered office of said corporation shall be as follows:

4927 Cliff Road
Graceville, Florida 32440

and the mailing address of said corporation shall be as follows:

4927 Cliff Road
Graceville, Florida 32440

ARTICLE VI.

The initial registered agent to accept service for said corporation, and said agent's address are as follows:

George L. Franklin
4927 Cliff Road
Graceville, Florida 32440

ARTICLE VII.

There shall be two directors on the Board of Directors and the names and addresses of said Directors are:

George L. Franklin
4927 Cliff Road
Graceville, Florida 32440

Billy S. Franklin
609 West 14th Street
Denver City, Texas 79323

The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). Directors may be removed for cause.

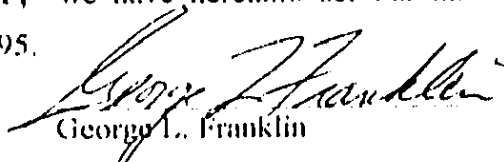
ARTICLE VIII.

The name and address of each incorporator are as follows:

George L. Franklin
4927 Cliff Road
Graceville, Florida 32440

Billy S. Franklin
609 West 14th Street
Denver City, Texas 79323

IN WITNESS WHEREOF, we have hereunto set our hands and
seals this 8th day of August, 1995.

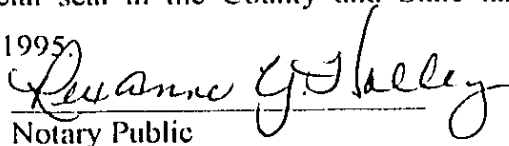

George L. Franklin

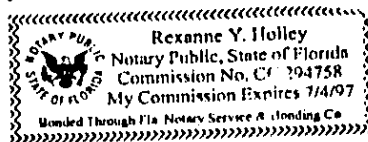

Billy S. Franklin

STATE OF FLORIDA
COUNTY OF WASHINGTON

I HEREBY CERTIFY that on this day before me, an officer duly
qualified to take acknowledgments, personally appeared **GEORGE L.
FRANKLIN** and **BILLY S. FRANKLIN**, all personally known to me,
and who executed the foregoing Articles of Incorporation and acknowledged
before me that they executed the same.

WITNESS my hand and official seal in the County and State last
aforesaid, this 8th day of August, 1995.


Notary Public



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHICH PROCESS
MAY BE SERVED**

IN PURSUANT of Chapter 48.901, Florida Statutes, and other applicable statutes, the following is submitted in compliance:

FIRST: That B & G AUTOMOTIVE, INC., desiring to organize a corporation under Chapter 607, Florida Statutes, with its initial registered office at 4927 Cliff Road, Graceville, Florida, 32440, and does hereby name **GEORGE L. FRANKLIN** as its initial registered agent at said address for the service of process within the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of August, 1995, individually and as Incorporator of B & G AUTOMOTIVE, INC.

Witnesses:

Ryanne Y. Halley
Rex T. Yates

George L. Franklin
George L. Franklin

HAVING BEEN NAMED as initial registered agent to accept service of process for the above corporation, at place designated in this certificate, I hereby accept said appointment and agree to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

George L. Franklin
INITIAL REGISTERED AGENT
GEORGE L. FRANKLIN
August 8, 1995

TALLAHASSEE, FLORIDA

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FILED