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1201 JAMES STREET  
TALLAHASSEE, FL 32301  
904-322-0071  
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FILED



96 MAR 26 PM 1:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 895490 1299A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 26, 1996

ORDER TIME : 10:32 AM

ORDER NO. : 895490

CUSTOMER NO: 1299A

CUSTOMER: Harry B. Stackhouse, Esq  
CLARK PARTINGTON HART LARRY  
BOND STACKHOUSE & STONE  
P.O. Box 13010

500001758225  
-03/26/96--01075--005  
\*\*\*122.50 \*\*\*122.50

EFFECTIVE DATE  
3-22-96

Pensacola, FL 32591

DOMESTIC FILING

NAME: G & W AUTO ACCESSORIES, INC.

EFFECTIVE DATE: MARCH 22, 1996

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Adriane Brady

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
96 MAR 26 PM 12:26  
DIVISION OF CORPORATION

KATHY H. MAR 27 1996

**ARTICLES OF INCORPORATION**  
**OF**  
**G & W AUTO ACCESSORIES, INC.**

**FILED**  
96 MAR 26 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, WESLEY G. JOHNSON, JR., a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

**ARTICLE I - NAME**

The name of this corporation is G & W AUTO ACCESSORIES, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The address of the principal office of the corporation is 125 W. Romana Street, Suite 800, Pensacola, Florida 32501.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value voting common stock and one thousand (1,000) shares of \$1.00 par value nonvoting common stock.

**ARTICLE V - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK**

Unless waived by written agreement among this corporation and its shareholders, shares held by person receiving shares in the initial issue of stock in this corporation may not be resold to

other persons unless such shares are first offered to this corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this corporation shall be 125 W. Romana Street, Suite 800, Pensacola, Florida 32501, and the name of the initial registered agent of this corporation at that address is Harry B. Stackhouse.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

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

Wesley G. Johnson, Jr.  
104 Lejay Circle  
Daphne, Alabama 36526

**ARTICLE IX - INCORPORATOR**

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

Wesley G. Johnson, Jr.  
104 Lejay Circle  
Daphne, Alabama 36526

**ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE**

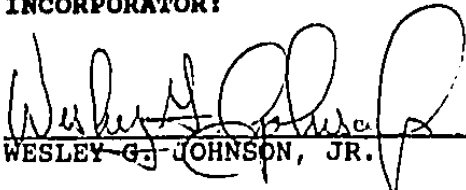
The date for commencement of this corporation's existence shall be the 22 day of March, 1996.

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

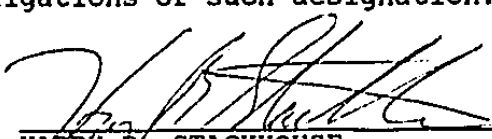
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 22 day of March, 1996.

**INCORPORATOR:**

  
WESLEY G. JOHNSON, JR.

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of G & W AUTO ACCESSORIES, INC. Further, I am familiar with and accept the duties and obligations of such designation.

  
HARRY B. STACKHOUSE

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