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LITTREL and ASSOCIATES, INC.

Accountants - Consultants
13917 76th Terrace North
Seminole, Florida 34646
(813) 392-3396

May 23, 1996

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

Re: Garrett's Automotive Excellence, Inc.

100001842101
-05/29/96--01026--014
*****70.00 *****70.00

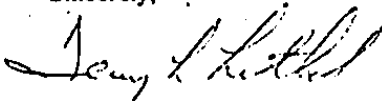
Gentlemen:

Enclosed is the Articles of Corporation for Garrett's Automotive Excellence, Inc. and a check for the \$70.00 filing fee.

After you have completed the filing, please mail them our office.

If you have questions, please call me.

Sincerely,



Terry L. Littrel

D. BROWN JUN - 4 1996

ARTICLES OF INCORPORATION
of
GARRETT'S AUTOMOTIVE EXCELLENCE, INC.

FILED
95 MAY 28 AM 10:14
TALLAHASSEE FLORIDA

The undersigned subscriber, a natural person(s) competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for corporation.

ARTICLE I

NAME

The name of the corporation shall be GARRETT'S AUTOMOTIVE EXCELLENCE, INC. 2910 23rd Avenue, North ; St. Petersburg, Florida 33713

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITOL STOCK

The total number of shares of stock which the corporation shall have to is 1,000 shares, which shall be divided into 1,000 shares of common stock at a par value of one dollar (1.00) each.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence, unless dissolved in a manner provided by law.

ARTICLE V

INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 2910 23rd Avenue N., St. Petersburg, Florida, and the name of the initial registered agent of this corporation at that address is George N. Garrett.

ARTICLE VI

DIRECTORS

The corporation shall have Two (2) directors 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 nor more than seven. The name and address of the initial directors of this corporation are:

George N. Garrett
100 - 83rd Avenue N.
St. Petersburg, Fl. 33702

Joan R. Garrett
100 - 83rd Avenue N.
St. Petersburg, Fl. 33702

The original directors, subject to the provisions of the certificate of incorporation, bylaws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified.

ARTICLE VII

ORIGINAL SUBSCRIBERS AND INCORPORATORS

The names and addresses of the original subscribers and incorporators are:

George N. Garrett
100 - 83rd Avenue N.
St. Petersburg, Fl. 33702

Joan R. Garrett
100 - 83rd Avenue N.
St. Petersburg, Fl. 33702

ARTICLE VIII

REGISTERED AGENT

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That GARRETT'S AUTOMOTIVE EXCELLENCE, INC. desiring to organize under the laws of the State of Florida, with its registered office as indicated in these Articles of Incorporation, in the City of St. Petersburg, County of Pinellas, State of Florida has named George N. Garrett, 100 - 83rd Avenue N., St. Petersburg, Florida, as its registered agent to accept service of process within this state.

ARTICLE IX

MISCELLANEOUS

A. The corporation shall have a lien on all shares of stock for any sum or amount due by the holder thereof to the corporation. No transfer of shares of stock shall be valid or binding until all debts due by the stockholder to the corporation shall have been fully paid and until the transfer has been duly entered upon the books of the corporation.

B. The power to make or change the bylaws of and for the corporation shall be vested solely in the holders of common stock and it shall take action by holders of all of the stock issued

and outstanding to change them.

C. This corporation shall begin corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State.

IN WITNESS WHEREOF, We the undersigned subscribing incorporators, has herunto set his hand and seal this 24th day of May, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State in the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

Signed, sealed and delivered
in the presence of:

Gail S. White

George N. Garrett
George N. Garrett

Robert L. Williams

STATE OF FLORIDA

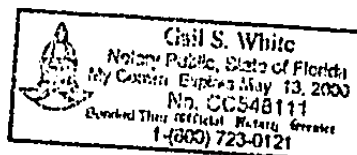
ss.

COUNTY OF PINELLAS

Before me personally appeared George N. Garrett is to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of GARRETT'S AUTOMOTIVE EXCELLENCE, INC. and acknowledged to and before me that he executed said Articles for the purpose therein expressed.

Witness my hand and official seal this 24th day of May, 1996

Gail S. White
Notary Public



IN WITNESS WHEREOF, We the undersigned subscribing incorporators, has hereunto set his hand and seal this 23rd day of May, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State in the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

Signed, sealed and delivered
in the presence of:

James S. [unclear]
Beverly Jones

Joan R. Garrett
Joan R. Garrett

STATE OF FLORIDA

ss.

COUNTY OF PINELLAS

Before me personally appeared Joan R. Garrett is to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of GARRETT'S AUTOMOTIVE EXCELLENCE, INC. and acknowledged to me before me that he executed said Articles for the purpose therein expressed.

Witness my hand and official seal this 23rd day of May, 1996



FRANK E. UFFORD
MY COMMISSION # CC284481 EXPIRES
March 24, 1997
BONDED THRU TROY PAW INSURANCE, INC.

Frank E. Ufford
Notary Public

REGISTERED AGENT ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


George N. Garrett
Registered Agent

FILED
66 MAY 28 AM 10:14
TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT