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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Paul Stallard

11402 Colony Hill Drive

Seffner, Florida 33584

(813) 626-5580

June 7, 1996

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

300001891553
-07/12/96--01006--002
****122.50 ****122.50

Gentlemen:

Enclosed are the Articles of Incorporation for Turley's Automotive, Inc. and our check in the amount of \$122.50 for fees as follows:

Filing fees	\$ 35.00
Certified copy	52.50
Registered agent designation	35.00

Please send acknowledgment and charter number to our registered agents address given below.

Thank you.

Sincerely yours,

Paul Stallard
(Individual incorporator)

PH
7/12/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
FOR

Turley's Automotive, Inc.

For the purpose of forming a corporation under Florida law, the incorporator hereby adopts the following Article of Incorporation:

ARTICLE I - NAME

The name of this corporation is Turley's Automotive, Inc.

ARTICLE II - DURATION

The duration of this corporation shall be perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation shall be to transact any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of single class common stock with a par value of One Dollar (\$1.00).

ARTICLE V - REGISTERED AGENT

The name and street address of the original registered agent for this corporation is:

Thomas R. Smith
16105 N. Florida Avenue, Suite E
Lutz, Florida 33549-6161

which is also the initial mailing address of the corporation.

ARTICLE VI - DIRECTORS

This corporation shall have two(2) directors, a number which may be changed from time to time according to the by-laws.

ARTICLE VII - INITIAL DIRECTORS

The names and street addresses of the initial directors are

Paul Stallard
11402 Colony Hill Drive, Seffner, Florida 33584

Steven A. Turley
10501 Bay Hill Circle, Thonotossassa, Florida 33592

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is

Paul Stallard
11402 Colony Hill Drive
Seffner, Florida 33584

Dated (July 4, 1996) Signed

Paul Stallard

STATE OF FLORIDA

COUNTY OF Hillsborough

Before me this day personally appeared Paul Stallard
to acknowledge the forgoing Articles.

Sworn and subscribed this 4 day of July, 1996.

Chrysti A. Roberts

Notary Public

State of Florida

My commission expires _____

Chrysti A. Roberts

Notary Public, State of Florida

My Commission Expires: September 10, 1996

Bonded Thru Continental Casualty Co.

Commission # CC 227149 Notary ID# 622170

CERTIFICATE DESIGNATING THE PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

FILED
JUN 10 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named in the Articles of Incorporation for Turley's Automotive, Inc. to
accept service of process for said corporation at the address indicated below, I hereby
agree to act in this capacity, and further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

Thomas R. Smith
16105 N. Florida Avenue, Suite E
Lutz, Florida 33549-6161

Dated June 7, 1996

Signature Thomas R. Smith