

P98000058753

July 1, 1998

Department of State  
PO Box 6327  
Tallahassee FL 32314

RE: Brannon Automotive Inc.

Dear Sir:

Enclosed with this letter are our Articles of Incorporation for Brannon Automotive Inc. I would like the corporation to be effective as of July 1, 1998. Enclosed you will find a check for \$131.25 to cover the filing fees, certified copy and certificate.

Sincerely,

*William Brannon*

William Brannon  
President

1401 Harrison Ave  
Panama City FL  
32401

EFFECTIVE DATE

7-1-98

FILED  
98 JUN 30 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Q7-1-98*

## ARTICLES OF INCORPORATION

FILED  
98 JUN 30 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. The name of the corporation is Brannon Automotive Inc.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.
4. The corporation shall have authority to issue 100 shares of common stock having a par value of \$1.00 per share.
5. The address of its initial registered office is:

EFFECTIVE DATE

7-1-98

1401 Harrison Avenue  
Panama City, Fl., 32401

The Registered Agent is William Brannon .

6. The number of directors may be from time to time fixed by the shareholders. The number of directors constituting its initial Board of Directors is one, whose name and address is as follows:

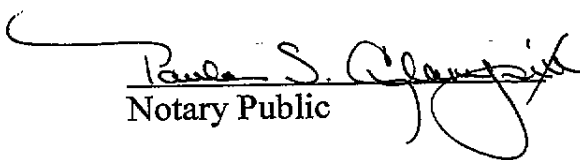
William Brannon  
1401 Harrison Avenue  
Panama City, Fl., 32401

7. The Corporation's principal office along with the Incorporator is as follows:  
  
William Brannon  
1401 Harrison Avenue  
Panama City, FL, 32401
8. The power to adopt, alter, amend or repeal the By-laws shall be vested in the Board of Directors and the Shareholders, and said power shall be exercised by a unanimous vote of the Directors and Shareholders.
9. The Shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholder's meeting by a unanimous vote of all common stock issued and outstanding.
10. The unanimous consent of the Stockholders of the corporation shall be required for any Shareholder action.
11. The unanimous consent of the Board of Directors of the corporation shall be required for any action of the Board of Directors.
12. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of capital stock of the corporation.
13. This corporation shall commence its existence on this, the 1st day of July 1998, as agreed upon by all shareholders.

  
William Brannon

STATE OF FLORIDA  
COUNTY OF BAY

Before me, the undersigned authority, William Brannon, personally appeared, well known to me to be the person described herein and who executed the foregoing instrument and acknowledged to and before me that he executed the same. Witness my hand and official seal this 1st day of July 1998.

  
Notary Public



PAULA S CLAMPITT  
My Commission CC441244  
Expires Feb. 23, 1999  
Bonded by HAI  
800-422 1555

CERTIFIED DESIGNATION PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHO PROCESS MAY BE SERVED.

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

First – Brannon Automotive Inc., desiring to organize under the laws of the  
State of Florida with it's principal office as indicated in the Articles of  
Incorporation, at City of Panama City, County of Bay, State of Florida, has  
named William Brannon, 1401 Harrison Avenue, Panama City, Florida,  
32401 as its registered agent to accept services of process with this State.

ACKNOWLEDGEMENT

EFFECTIVE DATE

7-1-98

Having been named to accept service of process for the above stated  
corporation, at place designated in this certificate, I hereby accept to act in  
this capacity, and agree to comply with the provisions of said office.

William Brannon  
William Brannon, Registered Agent

STATE OF FLORIDA  
COUNTY OF BAY

Before me, the undersigned authority, William Brannon, personally  
appeared, well known to me to be the person described herein and who  
executed the foregoing instrument and acknowledged to and before me that  
he executed the same. Witness my hand and official seal this 1<sup>st</sup> day of July  
1998.

Paula S. Clampitt  
Notary Public



PAULA S CLAMPITT  
My Commission CC441244  
Expires Feb. 23, 1999  
Bonded by HAI  
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