



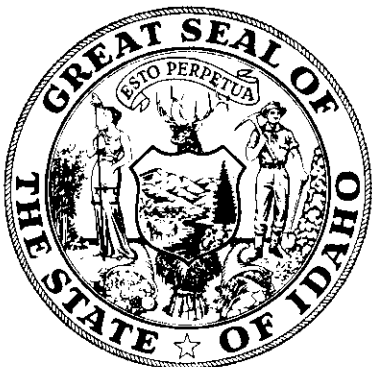
CERTIFICATE OF AUTHORITY  
OF

GEORGIA INTERNATIONAL MARKETING, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GEORGIA INTERNATIONAL MARKETING, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to GEORGIA INTERNATIONAL MARKETING, INC. to transact business in this State under the name GEORGIA INTERNATIONAL MARKETING, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated May 31, 1983



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Co. of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is GEORGIA INTERNATIONAL MARKETING, INC.
2. \*The name which it shall use in Idaho is \_\_\_\_\_
3. It is incorporated under the laws of Georgia
4. The date of its incorporation is January 24, 1983 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1100 Peachtree Center, 233 Peachtree Street, Atlanta, GA 30343
6. The address to which correspondence should be addressed, if different from that in item 5 Sandra K. Chitwood, 6000 Cascade-Palmetto Hwy, Fairburn, GA 30213
7. The street address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
to engage in any lawful activity.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>George S. Hammer</u>	<u>President/Director</u>	<u>6000 Cascade-Palmetto Hwy. Fairburn, GA 30213</u>
<u>J. P. Gresham</u>	<u>Vice President/Director</u>	<u>"</u>
<u>Timothy L. Capps</u>	<u>Secretary/Director</u>	<u>"</u>
<u>Sandra K. Chitwood</u>	<u>Treasurer/Director</u>	<u>"</u>

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>100,000</u>	<u>common</u>	<u>\$1.00</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,500	common	\$1.00

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated MAY 18, 19 83

GEORGIA INTERNATIONAL MARKETING, INC.

By

Its

President

and

Its

Secretary

STATE OF GEORGIA )

) ss:

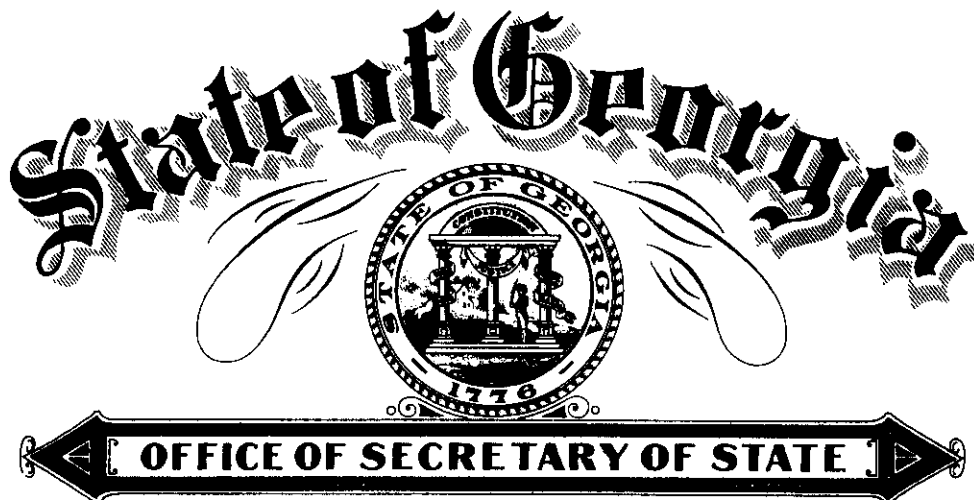
COUNTY OF FULTON )

I, Haren A. Kraft, a notary public, do hereby certify that on this 18th day of May, 19 83, personally appeared before me J. P. Gresham G. S. Hammer, who being by me first duly sworn, declared that he is the vice president of GEORGIA INTERNATIONAL MARKETING, INC.

that he signed the foregoing document as vice president of the corporation and that the statements therein contained are true.

Haren A. Kraft  
Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



SECRETARY OF STATE

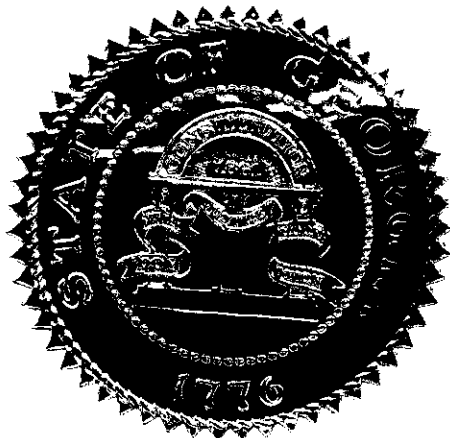
*I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that*

the six pages of photographed printed matter hereto attached is a true and correct copy of the Articles of Incorporation and Certificate of Incorporation for

"GEORGIA INTERNATIONAL MARKETING, INC."

a corporation created under the laws of the State of Georgia, as the same appears of file and record in the Office of the Secretary of State.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this                      day of                      in the year of our Lord One Thousand Nine Hundred and Eighty                      and of the Independence of the United States                      Three of America the Two Hundred and                      Seven.

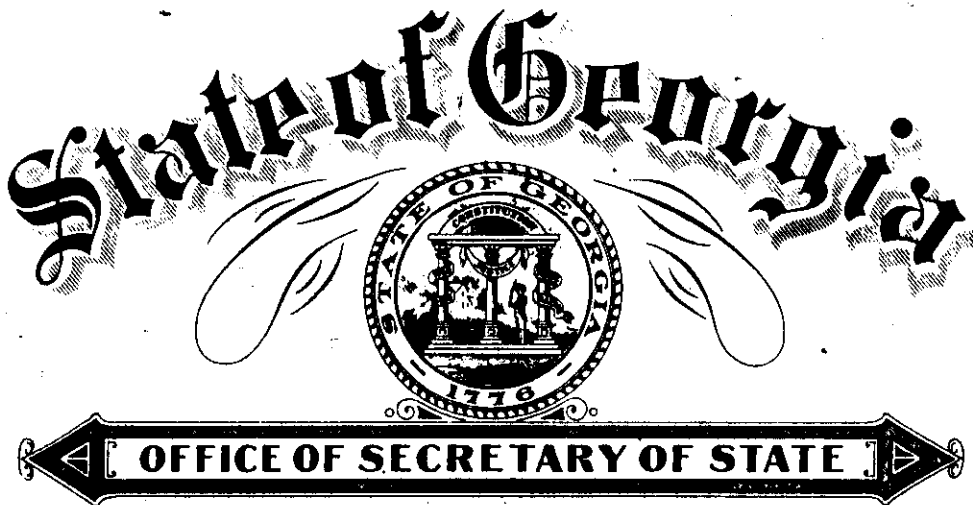


*Max Cleland*

SECRETARY OF STATE, EX-OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA

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DUPLICATE



*I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that*

**"GEORGIA INTERNATIONAL MARKETING, INC."**

has been duly incorporated under the laws of the State of Georgia on the **24th** day of **January**, 19**83**, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this **24th** day of **January** in the year of our Lord One Thousand Nine Hundred and Eighty **Three** and of the Independence of the United States of America the Two Hundred and **Seven**.

*Max Cleland*

SECRETARY OF STATE, EX-OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION  
OF  
GEORGIA INTERNATIONAL MARKETING, INC.

I.

The name of the Corporation shall be "Georgia International Marketing, Inc."

II.

The Corporation shall be organized pursuant to the provisions of the Georgia Business Corporation Code.

III.

The Corporation shall have perpetual duration.

IV.

The Corporation shall be organized for profit and for any lawful purpose or purposes not specifically prohibited to corporations under the laws of the State of Georgia, including, but not limited to, engaging in the business of purchasing, manufacturing and selling automotive and related products.

V.

. The aggregate number of shares of common stock that the Corporation shall have authority to issue is 100,000 shares of common stock with par value of \$1.00 per share.

VI.

The Corporation shall not commence business until it shall have received not less than Five Hundred Dollars (\$500.00) in payment for the issuance of shares.

VII.

No stockholder of the Corporation shall, because of his ownership of stock, have any preemptive or other right to purchase, subscribe for, or take any part of any stock or any part of any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase the stock of the Corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities

convertible into or carrying options or warrants to purchase stock of the Corporation authorized by these Articles of Incorporation or by Articles of Amendment duly filed, may at any time be issued, optioned for sale, or sold or disposed of by the Corporation pursuant to resolution of its Board of Directors upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to the existing stockholders.

VIII.

The initial registered office of the Corporation shall be 1100 Peachtree Center Harris Tower, 233 Peachtree Street, N.E., Atlanta, Fulton County, Georgia 30043, and the initial registered agent of the Corporation at such address shall be W. Hampton Morris.

IX.

The initial Board of Directors shall consist of four (4) members and the name and address of each member is set forth below:

James P. Gresham  
6000 Cascade Palmetto Highway  
Fairburn, Georgia

George S. Hammer  
Route 4, Box 333  
Summerville, Georgia

Timothy L. Capps  
602 Inskip Road  
Knoxville, Tennessee

Sandra K. Chitwood  
6000 Cascade Palmetto Highway  
Fairburn, Georgia

X.

The name and address of each incorporator of the Corporation is as follows:

James P. Gresham  
6000 Cascade Palmetto Highway  
Fairburn, Georgia

George S. Hammer  
Route 4, Box 333  
Summerville, Georgia

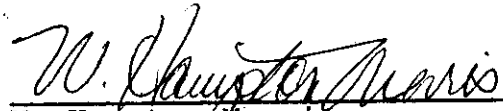
Timothy L. Capps  
602 Inskip Road  
Knoxville, Tennessee

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SECRETARY OF STATE  
CORPORATIONS DIVISION

Sandra K. Chitwood  
6000 Cascade Palmetto Highway  
Fairburn, Georgia

IN WITNESS WHEREOF, the undersigned as attorney for  
the incorporators executes these Articles of Incorporation this  
24th day of January, 1983.

HURT, RICHARDSON, GARNER, TODD & CADENHEAD

  
\_\_\_\_\_  
W. Hampton Morris  
Attorney for Incorporators

1100 Peachtree Center Harris Tower  
233 Peachtree Street, N.E.  
Atlanta, Georgia 30043  
(404) 525-1100

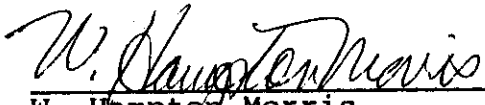


- CONSENT TO APPOINTMENT AS REGISTERED AGENT

To: Max Cleland  
Secretary of State  
Ex-Officio Corporation  
Commissioner  
State of Georgia

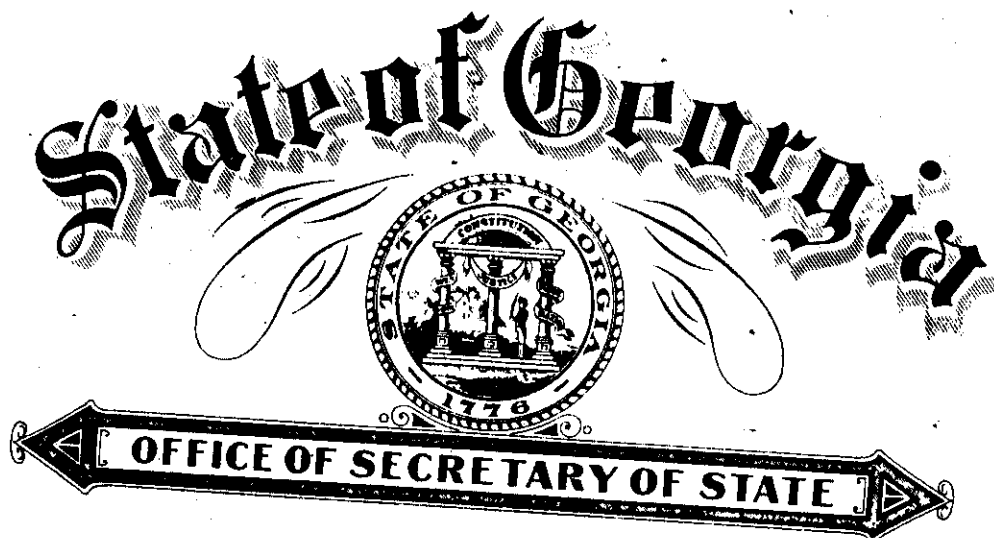
I, W. Hampton Morris, do hereby consent to serve as  
registered agent for the following corporation: Georgia  
International Marketing, Inc.

This 24th day of January, 1983.

  
W. Hampton Morris

Address of registered agent:

1100 Peachtree Center Harris Tower  
233 Peachtree Street, N.E.  
Atlanta, Fulton County  
Georgia 30043



*I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that*

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"GEORGIA INTERNATIONAL MARKETING, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 24th day of January, in the year of our Lord One Thousand Nine Hundred and Eighty Three and of the Independence of the United States of America the Two Hundred and Seven.

*Max Cleland*

SECRETARY OF STATE, EX-OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA