

STATE OF ALABAMA

DOMESTIC LIABILITY COMPANY

***ARTICLES OF ORGANIZATION
OF
T & P, L.L.C.***

Pursuant to the Provisions of *Act No. 93-724* of the 1993 Alabama Legislature, or the Alabama Limited Liability Act, the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

ARTICLE I - NAME

The name of the Limited Liability Company is T&P, L.L.C.

ARTICLE II - DURATION

The period of duration for the company is perpetual.

ARTICLE III - PURPOSE

The purpose or purposes for which the Company is organized for:

(A) To purchase, operate, manage, sell, lease, or assign automotive detail operations either by way of franchise or other source. To purchase, receive by way of gift, subscribe for, invest in, and all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment, or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract and respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credit, choices in action, securities, stocks, bonds, warrants, scripts, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved) and the products and avails thereof, and every character of interest therein and appurtenance thereto including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidences,

franchises, subsidies, charters, concessions, grants, rights, powers, and privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing and to exercise and respect thereof all the rights, powers, privileges, and immunities of individual owners or holders thereof.

(B) To hire and employ agents, servants, employees, and to enter into agreements or employment or collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(C) To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, or to guarantee contracts and other obligations.

(D) To let concessions to others do any of the things that this company is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation or any government or authority or subdivision or agency thereof.

(E) The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Organization, but the objects and purposes specified in each of the foregoing clauses of these Articles shall be regarded as independent objects or purposes.

(F) To utilize and exercise such powers and rights as are conferred on this company under the provisions of the statutes or laws of the State of Alabama, including, but not limited to, those powers enumerated in the Alabama Limited Liability Company Act.

(G) The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no wise limited or restricted by any term or provision of any other clause and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed as each object express, and enumeration as to specific powers shall be construed as to limit in any manner the foregoing general powers, that are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE IV - REGISTERED AGENT/OFFICE

The address of the company's initial registered office in Alabama is 112 Park Forest Terrace, Montevallo, Alabama 35115. The name of the company's initial registered agent at that address is Wesley Franklin Thompson.

ARTICLE V - INITIAL MEMBERS OF L.L.C.

The names and addresses of the initial members are as follows:

	NAME	ADDRESS
1.	Wesley Franklin Thompson	112 Park Forrest Terrace Montevallo, Alabama 35115
2.	BGM, Inc.	504 Grant Street Midfield, Alabama 35228

ARTICLE VI - MANAGEMENT

The company is to be managed by Wesley Franklin Thompson. The initial Manager will serve until his or her successor is elected and begins serving. The initial Manager is Wesley Franklin Thompson, whose address is 112 Park Forrest Terrace, Montevallo, Alabama 35115.

ARTICLE VII - ADMISSION OF NEW MEMBERS

Members of the company have the right to admit new members on the unanimous written consent of the existing members. The existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

Any provision that is not inconsistent with the law for the regulation of the internal affairs of the Limited Liability Company is permitted to be set forth in operating agreement of the L.L.C.

IN WITNESS THEREOF, the undersigned members executed these Articles of Organization on this the 10th day of June, 2002.


By: WESLEY FRANKLIN THOMPSON


BGM, Inc.
By: MATTHEW TRAVIS PLESS

This document prepared by:
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