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ULMER, MURCHISON, ASHBY & TAYLOR

200 WEST FORSYTH STREET, SUITE 1600

POST OFFICE BOX 479

JACKSONVILLE, FLORIDA 32201

(904) 354-9000

OCTOBER 21, 1996

JOHN B. DUBB, IV
NEED W. GRIMM
WILLIAM I. GULLIFORD, III
CLARENCE H. HOUSTON, JR.
WILLIAM L. JOEL
EDWARD L. KELLY
THERESA MARIE KENNEY
EDWARD W. LANE, III
JOHN W. MOGERS
DOUGLAS H. MORFORD
WILLIAM E. SCHEU
CARL M. STEWART
LORI E. TERENS
G. THOMAS WHITEFIELD

HERMAN ULMER (1895-1980)
CHARLES H. MURCHISON (1890-1967)
CLARENCE O. ASHBY (1900-1995)

W. SPERRY LEE
HERMAN ULMER, JR.
JAMES S. TAYLOR
OF COUNSEL
FAX (904) 354-9100

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

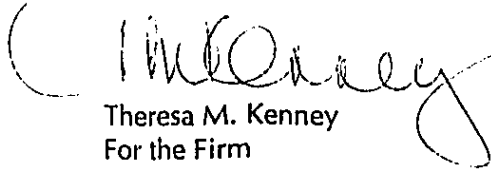
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Re: Articles of Incorporation - Tire Remanufacturing, Inc.

Gentlemen:

Enclosed please find an original and one fully conformed copy of Articles of Incorporation of the above-referenced corporation. Please file the same and have a certified copy returned to our office. Also enclosed is our firm's check in the amount of \$122.50 to cover all fees.

Sincerely,


Theresa M. Kenney
For the Firm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 23 PM 4:21

TMK:sif
Enc. as noted
cc: Rex Howe.

ST
10/24

ARTICLES OF INCORPORATION
OF
TIRE REMANUFACTURING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 23 PM 4: 21

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

Article I - Name

The name of this corporation is **TIRE REMANUFACTURING, INC.**

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Shares

The aggregate number of shares which this corporation shall have authority to issue shall be 1,000 of a par value of \$1.00 per share.

Article V - Principal and Registered Office and Registered Agent

The street address of the principal office of the corporation is Suite 8000, 4400 Marsh Landing Boulevard, Ponte Vedra Beach, Florida 32082, and the address of the initial registered office of this corporation is Suite 1600, 200 West Forsyth Street (32202), Post Office Box 479, Jacksonville, Florida 32201-0479, and the name of the initial registered agent at that address is John S. Duss, IV.

Article VI - Initial Board of Directors

This corporation shall have four (4) directors initially. Thereafter, the number of directors may be either increased or decreased from time to time in the manner provided by the Bylaws, but shall never be fewer than one. The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Deborah M. Howe	Suite 8000 4400 Marsh Landing Boulevard Ponte Vedra Beach, FL 32082
Rex R. Howe	Suite 8000 4400 Marsh Landing Boulevard Ponte Vedra Beach, FL 32082
Peter A. Massaniso	Suite 8000 4400 Marsh Landing Boulevard Ponte Vedra Beach, FL 32082
John S. Duss, IV	Suite 1600 200 West Forsyth Street Jacksonville, Florida 32202

Article VII - Incorporator

The name and address of the person signing these articles is:

<u>Name</u>	<u>Address</u>
John S. Duss, IV	Suite 1600 200 West Forsyth Street (32202) Post Office Box 479 Jacksonville, FL 32201-0479

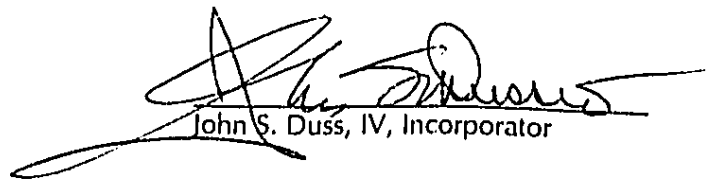
Article VIII - Indemnification

The corporation shall have the power to indemnify all officers and directors and former officers and directors to the fullest extent possible under Florida law or as may be more fully set forth in the by-laws.

Article IX - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of October, 1996.

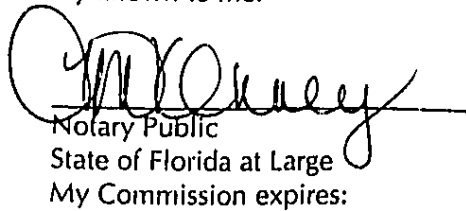

John S. Duss, IV, Incorporator

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 21st day of October, 1996, by JOHN S. DUSS, IV, who is personally known to me.

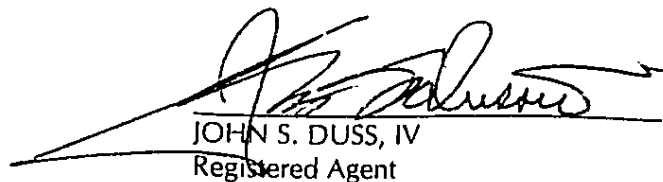
THERESA MARIE KENNEY
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires July 28, 1997
Commission No. CC 303215


Notary Public
State of Florida at Large
My Commission expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 23 PM 4:21

ACKNOWLEDGEMENT AND ACCEPTANCE

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept such designation to act as registered agent, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.


JOHN S. DUSS, IV
Registered Agent

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ULMER, MURCHISON, ASHBY & TAYLOR

200 WEST FORSYTH STREET, SUITE 1800

POST OFFICE BOX 479

JACKSONVILLE, FLORIDA : 3201

(904) 354-9000

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OF COUNSEL

FAX (904) 354-9100

October 25, 1996

State of Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
Attention: Ms. Sharon Tala

Re: Article of Incorporation of Tire Remanufacturing, Inc.

Dear Ms. Tala:

In connection with the referenced matter and my telephone conversation with your office today, I am advised that I may change the address for the Principal Office at no charge. Therefore, please change the "Suite" number in the address from "8000" to "9". To clarify, the address should read:

Suite 9
4400 Marsh Landing Boulevard
Ponte Vedra Beach, Florida 32082

Please do not hesitate to call me if you should have any questions.

Thank you for your attention to this matter. Your assistance is greatly appreciated.

Very truly yours,

G. Jamison-Johnson

G. Jamison-Johnson
Assistant to Ms. Kenney

G2/

*address
change
10/25/96
ST*