

P95000001150

ROBERT P. MUDGE
ATTORNEY AT LAW

1505 South Truniami Trail
Southbridge Park, Suite 405
Venice, Florida 34292

Telephone: (813) 497-2518
Facsimile: (813) 497-1687

December 21, 1994

000001368723
01/04/95-01046-012
***122.50 ***122.50

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

Re: **ALL AMERICAN TIRE AND ACCESSORY CENTER, INC.**

Gentlemen:

Enclosed are the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation together with my check for \$122.50 representing payment of the following fees:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Designation of Registered Agent	<u>\$ 35.00</u>
	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy of same to me.

Your assistance and cooperation is greatly appreciated.

Very truly yours,

Robert P. Mudge
Robert P. Mudge

RPM/dlg

Enclosures

95 JAN -3 PM 3:59
STATE OF FLORIDA
CORPORATION DIVISION

KAN 1-5

**ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JAN -3 PM 3:59

ALL AMERICAN TIRE AND ACCESSORY CENTER, INC.

The undersigned Incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I - CORPORATE NAME

The name of this corporation shall be ALL AMERICAN TIRE AND ACCESSORY CENTER, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the Laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall have perpetual existence commencing upon the filing of these articles.

**ARTICLE V - PRINCIPAL OFFICE, MAILING ADDRESS
AND REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Principal Office and Mailing Address of the Corporation shall be:

1111 Hilda Court
Venice, Florida 34293

The Registered Agent and the street address of the initial
Registered Office of this Corporation in the State of Florida shall
be:

FREDERICK D. LUGAR
329 South Nokomis Avenue
Venice, Florida 34285

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The
number of directors may be increased or diminished from time to
time by Bylaws adopted by the shareholders, but shall never be less
than one.

ARTICLE VII - INITIAL DIRECTOR

The name of the initial director of this Corporation and his
street address is as follows:

THOMAS P. RUSSELL
1111 Hilda Court
Venice, Florida 34293

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these
Articles of Incorporation as the Incorporator is:

THOMAS P. RUSSELL
1111 Hilda Court
Venice, Florida 34293

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner
provided by law. Every amendment shall be approved by the Board
of Directors, proposed by them to the shareholders and approved at
a shareholders' meeting by at least a majority of the stock

entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 21st day of December, 1994.


THOMAS P. RUSSELL

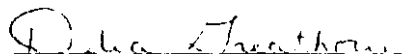
STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21st day of December, 1994, by THOMAS P. RUSSELL, who is personally known to me or who has produced Personally known to me (type of identification) as identification and who did take an oath.

My Commission Expires:




Notary Public

DEBRA GREATHOUSE

Printed name of notary

Commission Number: CC 179011

ACCEPTANCE OF REGISTERED AGENT

I have been designated as registered agent in the above Articles. Simultaneously, I hereby accept the appointment as Registered Agent.

A handwritten signature in cursive script, appearing to read 'F. D. Lugar', is written over a horizontal line.

FREDERICK D. LUGAR