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CLEM, POLACKWICH, VOCELLE & TAYLOR

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING
PROFESSIONAL ASSOCIATIONS:

CHESTER CLEM, P.A.
ALAN S. POLACKWICH, SR., P.A.
LOUIS B. VOCELLE, JR., P.A.
JAMES A. TAYLOR, III

PAUL R. BERG

ROBERT GOLDEN
OF COUNSEL

* BOARD CERTIFIED CIVIL TRIAL LAWYER
* BOARD CERTIFIED BUSINESS LITIGATION LAWYER
* CERTIFIED CIVIL MEDIATOR

SUITE 601

UNIVEST BUILDING

2770 INDIAN RIVER BOULEVARD

VERO BEACH, FLORIDA 32960-4278

TELEPHONE (601) 602-8111

FAX (601) 602-2870

<http://www.vero.com/web/law.htm>

BREVARD COUNTY OFFICE
304 EAST STRAWBRIDGE AVENUE
MELBOURNE, FLORIDA 32901
TELEPHONE (407) 725-3303

PLEASE REPLY TO
VERO BEACH

VIA PRIORITY MAIL DELIVERY

March 11, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600002112436--6
-03/13/97--01058--012
*****70.00 *****70.00

RE: Commerce Tire and Auto Air, Inc.

Dear Sirs/Ladies:

In regard to the above, please find enclosed an original set of Articles of Incorporation. Please file the enclosed document and return the acknowledgement of said filing to the undersigned as promptly as possible. This firm's check in the amount of \$70.00 is enclosed, representing payment of the fee for this service.

Thank you for your attention to this matter.

Sincerely,

JAMES A. TAYLOR, III

Dictated by
James A. Taylor III
but sent in his absence
to avoid delay.

James A. Taylor, III

JAT:PAH

Encs. - check
24370

FILED
CLERK OF STATE
97 MAR 13 PM 3:59

cf 3/18/97

**ARTICLES OF INCORPORATION
OF**

COMMERCE TIRE AND AUTO AIR, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 13 PM 3:59

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be as follows:

COMMERCE TIRE AND AUTO AIR, INC.

The principal place of business of this corporation shall be 1025 Mohawk Avenue, Vero Beach, Florida 32960, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation shall engage or transact in any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2574 Mohawk Avenue, Fort Pierce, Florida

34946, and the name of the initial registered agent of the corporation at that address is ANGELA MICHELE DEES.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized, if the shareholders so elect, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have two (2) officers and two (2) directors, initially. The names and street addresses of the initial officers and directors who shall hold office for the first (1st) year of the corporation, or until successors are elected or appointed, are as follows:

MICHAEL ALLAN DEES - President, Director
2574 Mohawk Avenue
Fort Pierce, Florida 34946

ANGELA MICHELE DEES - Vice President/Secretary/Treasurer/Director
2574 Mohawk Avenue
Fort Pierce, Florida 34946.

No amendment to these articles shall be required in the event the shareholders wish to increase or decrease the number of directors.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are as follows:

CLEM, POLACKWICH, VOCELLE & TAYLOR
c/o James A. Taylor, III
Suite 501, 2770 Indian River Boulevard
Vero Beach, Florida 32960.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 11th day of March, 1997.

CLEM, POLACKWICH, VOCELLE & TAYLOR

By: 
JAMES A. TAYLOR, III

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

ANGELA MICHELE DEES, whose address is as follows: 2574 Mohawk Avenue, Fort Pierce, Florida 34946, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


ANGELA MICHELE DEES

24362

FILED
STATE
OF FLORIDA
57 MAR 13 PM 3:59