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May 22, 1995

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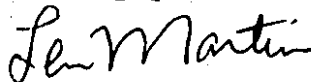
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: Southern Tire Mart, Inc.

Dear Sir or Madam:

Enclosed is the Application by Foreign Corporation for Authorization to Transact Business in Florida for Southern Tire Mart, Inc., a Mississippi corporation. Also enclosed is a Certificate of Good Standing from the Mississippi Secretary of State and a check made payable in the amount of \$70.00 for the filing fee. Please issue a Certificate for this corporation to do business in Florida. If you have any questions, please give me a call.

Sincerely yours,



Leonard C. Martin

LCM:jjl
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 26 AM 10:34

mtm

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Southern Tire Mart, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Mississippi 3. 64-0522186
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 16, 1972 5. 99 years
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. no business transacted as of the date of this application
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. Highway 35 Bypass
Columbia, MS 39429
(Current mailing address)

8. To operate general tire sales service and recapping business and to do and perform motor vehicle services and repairs and to
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
sell and deal in motor vehicle parts and services.

9. Name and street address of Florida registered agent:

Name: C. T. Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(SEE ATTACHED)

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 26 AM 10:34

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TRANSACTION BUSINESS IN FLORIDA**

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2. _____ 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. _____ 5. _____
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. _____

(Current mailing address)
8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

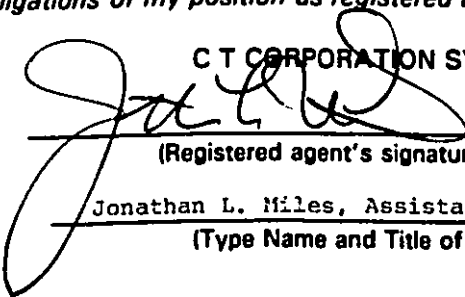
Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM

(Registered agent's signature) (Officer)
Jonathan L. Miles, Assistant Secretary
(Type Name and Title of Officer)

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Thomas M. Duff

Address: Highway 35 Bypass

Columbia, MS 39429

Vice Chairman: N/A

Address: _____

Director: James E. Duff

Address: Highway 35 Bypass

Columbia, MS 39429

Director: Howard R. Thomley

Address: Highway 35 Bypass

Columbia, MS 39429

B. OFFICERS

President: Thomas M. Duff

Address: Highway 35 Bypass

Columbia, MS 39429

Vice President: James E. Duff

Address: Highway 35 Bypass

Columbia, MS 39429

Secretary: Howard R. Thomley

Address: Highway 35 Bypass

Columbia, MS 39429


Treasurer: Howard R. Thomley

Address: Highway 35 Bypass

Columbia, MS 39429

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DIVISION OF CORPORATIONS
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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
Thomas M. Duff

14. President
(Typed or printed name and capacity of person signing application)

State of Mississippi

Office of the Secretary of State

Dick Molpus, Secretary of State
Jackson, Mississippi

CERTIFICATE OF EXISTENCE/AUTHORITY

I, DICK MOLPUS, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on October 16, 1972 the state of Mississippi issued a Charter/Certificate of Authority to:

SOUTHERN TIRE MART, INC.

That the state of incorporation is MISSISSIPPI.

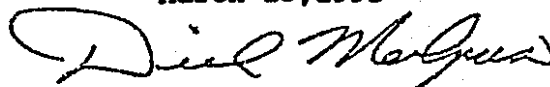
That the period of duration is 99 years.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual REPORT HAS BEEN DELIVERED TO THE SECRETARY OF STATE'S OFFICE.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.

Given under my hand
and seal of office
March 15, 1995



DICK MOLPUS
Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 26 AM 10:34

