

L17286

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MASTER OF LAWS
IN TAXATION
ADMITTED TO PRACTICE
IN FLORIDA & TEXAS

MAILING ADDRESS:
POST OFFICE BOX 1542
ZIP: 32067-1542
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(904) 269-1115

April 25, 1997

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

400002157264--5
-04/28/97--01144--001
*****70.00 *****70.00

Re: Filing of Amended and Restated Articles of Incorporation
and Designation of Registered Agent for Commercial Tire
& Wheel Service, Inc. [Florida Department of State
Document No. L172867]

Greetings;

Enclosed is one original and one photocopy of the Amended and
Restated Articles of Incorporation and Designation of Registered
Agent for Commercial Tire & Wheel Service, Inc., together with my
trust account check for \$70.00 to cover the filing fee and the
Designation of Registered Agent fee. Please take note that the
purpose of filing these Amended and Restated Articles is to change
the name of the corporation from Commercial Tire & Wheel Service,
Inc. to Jenny's Studio, Inc.

Please file the original Amended and Restated Articles of
Incorporation for this Florida corporation and, if possible, return
the duplicate "date stamped" copy to me in the enclosed return
envelope. I am not requesting that a certified copy of the filed
articles of incorporation be returned to me at this time.

Should you have any questions concerning this matter, please
call me.

Thank you for your assistance.

Sincerely yours,

Grady H. Williams, Jr.
Florida Bar No. 0887950

cc: Mr. Wilbur H. Davidson
Mrs. Joyce Davidson

FILED
APR 28 AM 8:18
TALLAHASSEE, FLORIDA
SH 5/6

AMENDED AND RESTATED

ARTICLES OF INCORPORATION
OF

COMMERCIAL TIRE & WHEEL SERVICE, INC.

[Florida Department of State Document No. L17286]

FILED
97 APR 28 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is JENNY'S STUDIO, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal office of this corporation will be physically located at 420 Walnut Street, Green Cove Springs, Florida 32043, and the mailing address of this corporation will be P.O. Box 321, Orange Park, Florida 32067-0321.

ARTICLE III. DURATION.

The original articles for the corporation were filed on September 19, 1989, with the Florida Department of State, Division of Corporations. The corporation was assigned document number L17286. This corporation shall exist perpetually.

ARTICLE IV. PURPOSE.

This corporation is organized to transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, Florida Statutes (1993), as amended, or any successor statute thereto (hereinafter, the "Act").

ARTICLE V. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 and shall consist of one class only. The par value of each share of stock issued shall be \$ 1.00 .

ARTICLE VI. REGISTERED AGENT AND OFFICE.

The name of the registered agent for the corporation is Grady H. Williams, Jr., Esq., and the street address of the registered office for the named registered agent is 1279 Kingsley Avenue, Suite 117, Orange Park, Florida 32073.

ARTICLE VII. MANAGEMENT OF CORPORATE AFFAIRS

Section 1. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors, consisting of not less than one (1) or more than three (3) persons. The number of directors of this corporation and their manner of election shall be as designated in the bylaws of this corporation.

Section 2. Current Board. The names and addresses of the current members of the board of directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Wilbur H. Davidson	272 Fleming Drive Green Cove Springs, FL 32043
Joyce Davidson	272 Fleming Drive Green Cove Springs, FL 32043

Said directors shall serve until their successors are elected at the first annual meeting of the shareholders of the corporation.

Section 3. Corporate Officers. The board of directors shall elect the following officers: President, Vice President, and Secretary, Treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time.

ARTICLE VIII. AMENDMENTS

These articles of incorporation may be amended in accordance with the Act.

ARTICLE IX. INCORPORATORS.

The name and address of the persons signing the original articles for this corporation were:

<u>NAME</u>	<u>ADDRESS</u>
Wilbur H. Davidson a/k/a W.H. Davidson	272 Fleming Drive Green Cove Springs, FL 32043
Earl Kennedy	1702 Russell Road Middleburg, FL 32068


ARTICLE X. AMENDMENT AND RESTATEMENT

This Amendment and Restatement of the Articles of Incorporation require the unanimous consent and approval of the shareholders of the corporation, Wilbur H. Davidson and Joyce Davidson.

IN WITNESS WHEREOF, pursuant to F.S. 607.1007 (1995), the undersigned Shareholders and Directors by their unanimous joint action adopted and signed these Amended and Restated Articles of Incorporation for the corporation on April 25, 1997, superseding the original articles of incorporation filed for the corporation.



Wilbur H. Davidson, Shareholder
and Director



Joyce Davidson, Shareholder
and Director

CERTIFICATE OF CORPORATION AS TO AMENDED AND
RESTATED ARTICLES OF INCORPORATION

The undersigned President for the corporation hereby certifies that these Amended and Restated Articles of Incorporation for the corporation were adopted by the joint unanimous written consent of the Directors and of Shareholders of the corporation, on April 25, 1997.



Wilbur H. Davidson, President

Attest:



Wilbur H. Davidson, Secretary

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

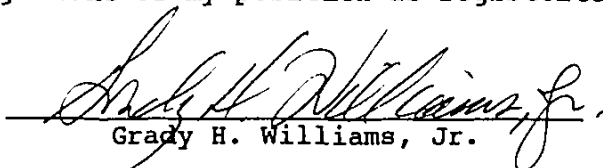
Pursuant to Sections 48.091 and 607.0501(3), Florida Statutes (1995), the following is submitted:

JENNY'S STUDIO, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Clay, State of Florida, has named as its agent to accept service of process within this State:

Grady H. Williams, Jr., Esq.
1279 Kingsley Avenue, Suite 117
Orange Park, FL 32073

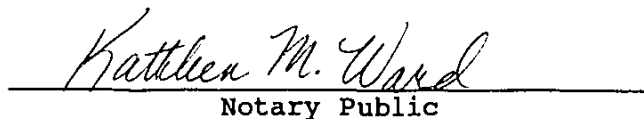
ACKNOWLEDGEMENT:

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


Grady H. Williams, Jr.

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 25TH day of April, 1997, by Grady H. Williams, Jr., who is personally known to me.


Notary Public

My Commission Expires:

