

P00000091830

Novey, Mendelson & Adamson
Attorneys at Law

RECEIVED
SEP 28 PM 3:22
OFFICE OF THE SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Kristin Adamson
Board Certified Trial and Family Lawyer

Robert D. Mendelson
Board Certified Trial and Family Lawyer

Jerome M. Novey
Board Certified Trial and Family Lawyer
Fellow American Academy of Matrimonial Lawyers

851 East Park Avenue
Tallahassee, Florida 32301

904/224-2000
FAX 904/222-4951
SEP 28 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

September 28, 2000

HAND DELIVERY

Secretary of State
State of Florida
Corporations Division
Tallahassee, FL 32301

EFFECTIVE DATE

09-27-00

000003408690--0
-09/28/00--01051--035
*****78.75 *****78.75

Re: Commercial Tires of Albany, Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent Form for the above corporation, together with a check in the amount of \$78.75 which amount consists of the following: \$35.00 Articles of Incorporation filing fee; \$35.00 registered agent filing fee; and \$8.75 for obtaining one (1) certified copy of the Articles.

Your attention to this matter is appreciated. Should you have any problems or questions, please do not hesitate to call.

Very truly yours,

Robert D. Mendelson

Robert D. Mendelson

RDM:jsc
Enclosures
cc: Mr. James W. Purvis, III
Mr. Kevin T. McNally

9-23

ARTICLES OF INCORPORATION
OF
COMMERCIAL TIRES OF ALBANY, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is COMMERCIAL TIRES OF ALBANY, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting all lawful business.

ARTICLE IV - STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock in this Corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office of this Corporation and its mailing address is as follows:

3400 South Adams Street
Tallahassee, FL 32301

EFFECTIVE DATE
09-27-00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 28 PM 3:28

APPROVED
AND
FILED

ARTICLE VII - INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the Corporation's initial registered office is 3400 South Adams Street, Tallahassee, FL 32301 and the name of its initial registered agent at the registered office is Kevin T. McNally.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1) nor greater than seven (7). The name and address of the initial directors of this Corporation are:

Kevin T. McNally
2010 Vineland Drive
Tallahassee, FL 32311

James W. Purvis, III
2111 Olivia Drive
Tallahassee, FL 32308

ARTICLE IX - INCORPORATORS

The name and address of each incorporator are as follows:

Kevin T. McNally
2010 Vineland Drive
Tallahassee, FL 32311

James W. Purvis, III
2111 Olivia Drive
Tallahassee, FL 32308

ARTICLE X - POWERS

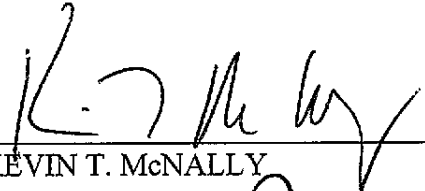
This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act (Florida Statutes, Section 607.0101, etc., 1997).

ARTICLE XI- MEETINGS

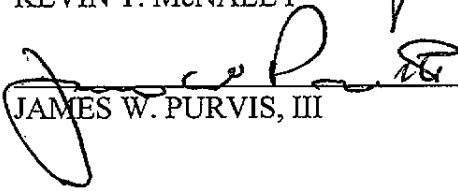
Members of the Board of Directors may participate in a regular or special meeting by or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting.

The undersigned incorporators have executed these Articles of Incorporation this

27th day of September, 2000.



KEVIN T. McNALLY



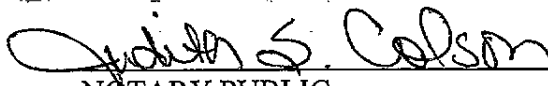
JAMES W. PURVIS, III

STATE OF FLORIDA,
COUNTY OF LEON.

The foregoing instrument was acknowledged before me this 27th day of September, 2000 by KEVIN T. McNALLY, who is personally known to me or who has produced n/a as identification.



Judith S. Colson
MY COMMISSION # CC786645 EXPIRES
December 14, 2002
BONDED THRU TROY FAIN INSURANCE, INC.



NOTARY PUBLIC

My Commission Expires:
(SEAL)

Print or type notary name below:

STATE OF FLORIDA,
COUNTY OF LEON.

The foregoing instrument was acknowledged before me this 27th day of September, 2000 by JAMES W. PURVIS, III, who is personally known to me or who has produced n/a as identification.



Judith S. Colson
MY COMMISSION # CC786645 EXPIRES
December 14, 2002
BONDED THRU TROY FAIN INSURANCE, INC.



NOTARY PUBLIC

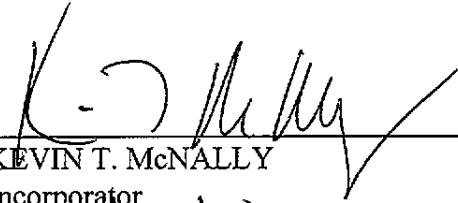
My Commission Expires:
(SEAL)

Print or type notary name below

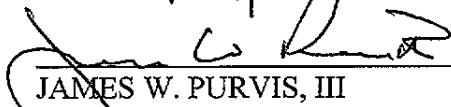
CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT
WITHIN FLORIDA UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that COMMERCIAL TIRES OF ALBANY, INC., desiring to organize or qualify under the laws of the State of Florida has named KEVIN T. McNALLY as registered agent, located at the registered office of the Corporation at 3400 South Adams Street, as its agent to accept service of process within Florida.

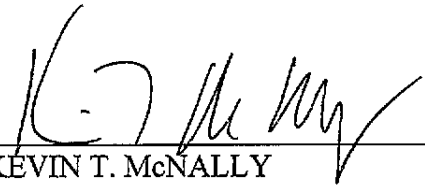


KEVIN T. McNALLY
Incorporator
Date 9/27/00



JAMES W. PURVIS, III
Incorporator
Date 9/27/00

Having been named 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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



KEVIN T. McNALLY
Registered Agent
Date 9/27/00