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SOLANO & ASSOCIATES ENTERPRISES, INC.



March 1, 2001

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

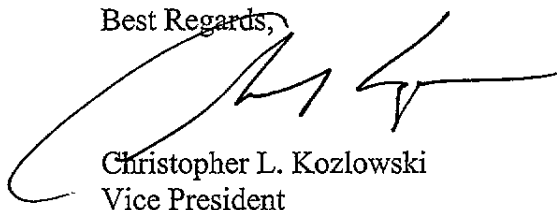
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RE: Articles of Incorporation

To Whom It May Concern:

Please incorporate Terry's Automotive & Tire, Inc.

Best Regards,


Christopher L. Kozlowski
Vice President

Handwritten note: N2C07

FILED
01 MAR -5 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAR 9 2001

ARTICLES OF INCORPORATION
OF
TERRY'S AUTOMOTIVE & TIRE, INC.

FILED
01 MAR -5 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida general Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Terry's Automotive & Tire, Inc.

The principal place of business of this corporation shall be:

549 North Goldenrod Road Suite # 13
Orlando, FL 32807

ARTICLE II NATURE OF BUSINESS

The corporation may engage in or transact any of or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is one thousand (1,000) at \$1.00 Par.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

President, Treasurer:
Terrence R. Coning
549 North Goldenrod Road Suite # 13
Orlando, FL 32807

Vice President, Secretary:
Danielle N. Coning
549 North Goldenrod Road Suite # 13
Orlando, FL 32807

ARTICLE VI INCORPORATOR

The names and street addresses of the Incorporator to these articles of incorporation are:

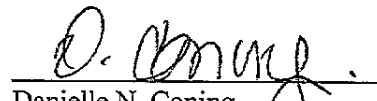
Terrence R. Coning
549 North Goldenrod Road Suite # 13
Orlando, FL 32807

Danielle N. Coning
549 North Goldenrod Road Suite # 13
Orlando, FL 32807

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of Incorporation this 27th day of February 2001.

Signature of Incorporator:


Terrence R. Coning


Danielle N. Coning

STATE OF FLORIDA
COUNTY OF ORANGE

THE FOREGOING instrument was acknowledged and sworn before me this 27th day of February 2001 by the Incorporators of Terry's Automotive & Tire, Inc., the newly formed corporation.

Notary Public:

Christopher L. Kozlowski

FILED

01 MAR -5 PM 12:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the Undersigned Corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is:

Terry's Automotive & Tire, Inc.

The name and address of the registered agent in office is:

Danielle N. Coning
549 North Goldenrod Road Suite # 13
Orlando, FL 32807

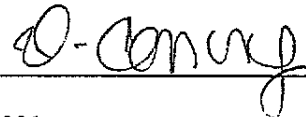
Signature


President

February 27, 2001

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



February 27, 2001