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August 13, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

300004534193-7
-08/14/01-01053-005
*****78.75 *****78.75

Re: **TRI-COUNTY TIRE COMPANY**

Dear Sir or Madam:

Enclosed are an original and one copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75 for filing fee, designation of registered agent, and certified copy of the articles.

Thank you,

Timothy H. Wells

Enclosures

FILED
01 AUG 14 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Florida Certified Family Mediator

T. Burch AUG 17 2001

**ARTICLES OF INCORPORATION
OF
TRI-COUNTY TIRE COMPANY**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is TRI-COUNTY TIRE COMPANY

ARTICLE II

The existence of the Corporation shall begin on the date these articles are filed with the Department of State.

ARTICLE III

The street address of the principal office of the Corporation is:

703 Highway 90 E.
Bonifay, Florida 32425.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 600, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered agent is:

703 Highway 90 E.
Bonifay, Florida 32425.

The initial registered agent for the Corporation at that address is F. LEE GILLEY.

ARTICLE VI

The initial board of directors shall consist of two (2) members. This number may be increased or decreased from time to time in accordance with the Corporation's by-laws, but shall never be less

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than one. The names and addresses of the persons who will serve on the initial board of directors are:

William O. Gilley
703 Highway 90 E.
Bonifay, Florida 32425

Martha A. Gilley
703 Highway 90 E.
Bonifay, Florida 32425

ARTICLE VII

The name and address of the person signing these articles of incorporation are:

WILLIAM O. GILLEY
703 Highway 90 E.
Bonifay, Florida 32425.

ARTICLE VIII


The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on August 13, 2001.


WILLIAM O. GILLEY

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for TRI-COUNTY TIRE COMPANY, at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).


F. LEE GILLEY
August 13, 2001