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Erik V. Korzilius
Attorney at Law

Real Estate Law
Business Law

Title Insurance
Wills - Trusts - Estate Planning

Environmental Law
Corporate Law

Bruce P. Korzilius
Special Consultant
(Not a Member of the Florida Bar)

PO2000066272
June 13, 2002

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400005767144-4
-06/14/02--01043--015
*****78.75 *****78.75

SUBJECT: VENICE DISCOUNT TIRES INC.

Enclosed is an original and one (1) copy of the articles of incorporation, an original certificate designating registered agent and registered office, and a check for:

Filing Fee & Certificate - \$78.75

FROM: Joshua P. Rose
603 Cypress Avenue
Venice, Florida 34292
(941) 408-8200

FILED
02 JUN 14 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return the filed Articles and Certificate of Status to my law firm's address.

Sincerely,

Erik V. Korzilius

Enclosures

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ARTICLES OF INCORPORATION
OF
VENICE DISCOUNT TIRES INC.

FILED
02 JUN 14 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of *Florida Statutes* Chapter 607, the undersigned, being a natural person, does hereby act 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 VENICE DISCOUNT TIRES INC.

ARTICLE II

The existence of the corporation shall begin upon the filing of these Articles with the Florida Department of State.

ARTICLE III

The street address of the principal office of the Corporation is 603 Cypress Avenue, Venice, Florida 34292.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000,000, 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 office is 603 Cypress Avenue, Venice, Florida 34292. The initial registered agent for the Corporation at that address is JOSHUA P. ROSE.

ARTICLE VI

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors is:

Name	Address
Joshua P. Rose	603 Cypress Avenue, Venice, Florida 34292

ARTICLE VII

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

Name	Address
Joshua P. Rose	603 Cypress Avenue, Venice, Florida 34292

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 this 13th day of June, 2002.


Name: JOSHUA P. ROSE

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for VENICE DISCOUNT TIRES INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to *Florida Statutes* §607.0501(3).


Name: JOSHUA P. ROSE
Date: June 13, 2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA