

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State

Division of Corporations

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From:

Account Name : SHUMAKER, LOOP & KENDRICK LLP
Account Number : 075500004387
Phone : (813) 229-7600
Fax Number : (813) 229-1660

FLORIDA PROFIT CORPORATION OR P.A.

HENNELLY TIRE & AUTO, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
HENNELLY TIRE & AUTO, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I
NAME**

The name of the Corporation is **HENNELLY TIRE & AUTO, INC.**

**ARTICLE II
PERIOD OF DURATION**

The period of duration for the Corporation shall be perpetual.

**ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office and mailing address is:

Hennelly Tire & Auto, Inc.
5520 Bayview Drive
Ft. Lauderdale, Florida 33308

**ARTICLE IV
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE V
CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of common stock, \$.01 par value 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.

**W. Thompson Thorn, III, #0176510
Shumaker, Loop & Kendrick, LLP
P.O. Box 172609
Tampa, Florida 33672-0609
813-227-2268**

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ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
W. Thompson Thom, III	101 E. Kennedy Blvd., Suite 2800 Tampa, Florida 33602

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of the shareholders and until a successor has been elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Daniel W. Hennelly	5520 Bayview Drive Ft. Lauderdale, Florida 33308
Diane C. Hennelly	5520 Bayview Drive Ft. Lauderdale, Florida 33308

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

<u>Name</u>	<u>Address</u>
W. Thompson Thom, III	101 E. Kennedy Blvd., Suite 2800 Tampa, Florida 33602

ARTICLE IX
INDEMNIFICATION

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint

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venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X
LIABILITY FOR MONETARY DAMAGES

No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of July, 2002.



W. Thompson Thom, III
Incorporator

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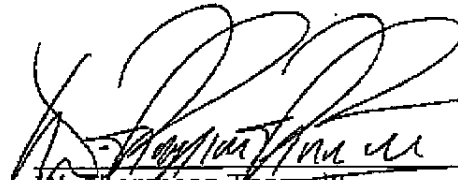
**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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.

1. The name of the Corporation is **HENNELLY TIRE & AUTO, INC.**
2. The name and address of the registered agent and office is:

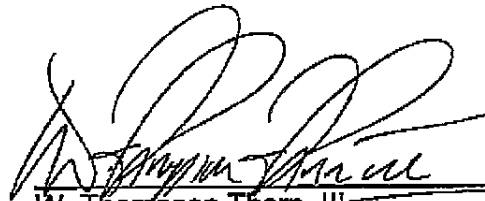
W. Thompson Thorn, III
Shumaker, Loop & Kendrick, LLP
101 E. Kennedy Blvd., Suite 2800
Tampa, Florida 33602

Dated: July 10, 2002.


W. Thompson Thorn, III
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Dated: July 10, 2002.


W. Thompson Thorn, III
Registered Agent