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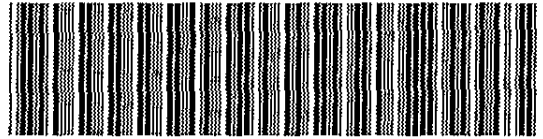
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TALLAHASSEE, FLORIDA

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**TERESA ROMAN ( TALLAHASSEE REPRESENTATIVE)**

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SAM'S DISCOUNT TIRES, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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CERTIFICATE OF INCORPORATION  
OF

SAM'S DISCOUNT TIRES, INC.

For the purpose of forming a corporation for profit under the general incorporation laws of the State of Florida, it is respectfully requested of the Secretary of State the approval of such incorporation under the following articles.

ARTICLE I

The name of this corporation shall be SAM'S DISCOUNT TIRES, INC. and its principal place of business shall be in South Florida with the right to change and move said principal place of business and establish such other offices and places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE II

The general purpose and nature of the business of this corporation is to engage in any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and its By-Laws.

ARTICLE III

The total authorized capital stock of this corporation shall be one hundred shares of Common Stock with no par value. All of such stock shall be issued fully paid and non-assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

The amount of capital with which this corporation shall begin shall be not less than five hundred dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

ARTICLE VI

The initial address of the principal office of the corporation shall be:

12305 West Dixie Highway  
North Miami, FL 33161

#### ARTICLE V11

The number of Directors of said corporation shall be provided in the By-Laws but in no event shall the number be less than one (1) nor more than twelve (12).

#### ARTICLE V111

The names and post office address of the members of the first Board of Directors who shall hold office for the first year of the existence of the corporation, or until their successors are elected and qualified, unless otherwise by the By-Laws:

Samuel Morrison - President

14720 S. Biscayne River Drive  
Miami, FL 33168

#### ARTICLE 1X

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and caused to be executed, mortgages and liens upon the real and personal property of the corporation for the purpose of furnishing security for its indebtedness or for any purpose. The Directors, if the By-Laws so provide, may hold their meetings within or without the State of Florida. The corporation may in its By-Laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

#### ARTICLE X

Amendment and revisions, including alteration of any provision, of these Articles, and the By-Laws, shall be by the shareholders or by a majority vote of the shareholders voting, in the manner now or hereafter prescribed by the Statutes.

#### BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

#### ARTICLE XI

Share of capital stock of this corporation shall be vested in the following persons and in the amount set opposite his name:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
Samuel Morrison	100

#### ARTICLE X11

Special meetings of shareholders may be called by Certified Mail, Return Receipt Requested, giving five (5) days written notice.

#### ARTICLE X111

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE X1V

##### RIGHT OF SHAREHOLDER DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

#### ARTICLE XV

##### SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, as provided for in Article X11.

#### ARTICLE XVI

##### MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the President of this corporation.

#### ARTICLE XVI1

##### POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE XVI11

##### MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided.

#### ARTICLE X1X

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XX

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XXI

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon shareholders is subject to this reservation.

ARTICLE XXII

NOTICE

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand delivered to the shareholders at the following address:

12305 West Dixie Highway  
North Miami, FL 33161

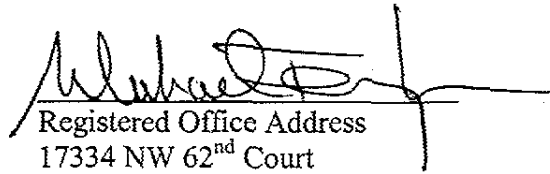
ARTICLE XXIII

The name and address to the subscriber to these Articles is:

Michael Taylor  
17334 NW 62<sup>nd</sup> Court  
Hialeah, FL 33015

ARTICLE XXIV

The Registered Agent of this corporation is Michael Taylor. I the above named subscriber and Registered Agent hereunto set my hand and seal this 20th day of November 2002. I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

  
Registered Office Address  
17334 NW 62<sup>nd</sup> Court  
Hialeah, FL 33015.

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