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From: Account Name : STEWART & STORTER
Account Number : I20010000111
Phone : (239) 594-1800
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**FLORIDA PROFIT CORPORATION OR P.A.
TOTALLY TIRES, INC.**

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ARTICLES OF INCORPORATION
OF
TOTALLY TIRES, INC.,
 A FLORIDA CORPORATION

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the *FLORIDA BUSINESS CORPORATION ACT*, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

TOTALLY TIRES, INC.,
 A FLORIDA CORPORATION

SECOND: The principal office or mailing address of the Corporation is:

1717 Pine Ridge Road
 Naples, Florida 34109

THIRD: The aggregate number of shares that the Corporation is authorized to issue is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, the par value of each such share shall be **ONE AND NO/100S DOLLARS (\$1.00)**. Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

STEWART & STORTER, ATTORNEYS AT LAW
 Suite 700
 9180 Galleria Court
 Naples, Florida 34109

and the name of the Corporation's initial registered agent at such address is:

JAMES C. STEWART, JR.

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 This instrument prepared by:
 JAMES C. STEWART, JR., ESQUIRE
 Florida Bar No. 436951
 9180 Galleria Court, Suite 700
 Naples, FL 34109
 Phone: 239-594-1800

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FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is **ONE (1)**, and the name and address of the person who is to serve as director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, are as follows:

JOHN E. AUSTIN
Totally Tires, Inc.
1717 Pine Ridge Road
Naples, Florida 34109

SIXTH: The name and address of the sole incorporator is:

JAMES C. STEWART, JR., ESQUIRE
STEWART & STORTER, ATTORNEYS AT LAW
Suite 700
9180 Galleria Court
Naples, Florida 34109

SEVENTH: The corporate existence of the Corporation shall commence on **MARCH 18, 2004.**

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the *Florida Business Corporation Act*, has executed these Articles of Incorporation, this 18th day of **MARCH, 2004.**



JAMES C. STEWART, JR.
Sole Incorporator

I, JAMES C. STEWART, JR., having been designated to act as registered agent, hereby agree to act in such capacity.



JAMES C. STEWART, JR.

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