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Division of Corporations
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From:

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FLORIDA PROFIT/NON PROFIT CORPORATION

SOUTHERN TIRE DISTRIBUTORS, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
SOUTHERN TIRE DISTRIBUTORS, INC.**

The undersigned, acting as incorporators, hereby adopts these Articles of Incorporation and forms a corporation (the "Corporation") under the laws of the State of Florida, as follows:

ARTICLE I - NAME

The name of this corporation is **SOUTHERN TIRE DISTRIBUTORS, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, *Florida Statutes*, as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL OFFICERS

The names and addresses of the initial officers shall be:

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NAME & ADDRESS	TITLE
David L. Bridges, II 1195 Larkin Road Spring Hill, Florida 34608	President Treasurer
Brian Bogie 5076 Teather Street Spring Hill, Florida 34608	Vice-President Secretary

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The Registered Agent of this corporation and the street address of the initial principal and registered office of this corporation is David L. Bridges, II, 1195 Larkin Road, Spring Hill, Florida 34608.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws of the corporation; however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

David L. Bridges, II 195 Larkin Road Spring Hill, Florida 34608	Brian Bogie 5076 Teather Street Spring Hill, Florida 34608
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ARTICLE IX - INCORPORATOR

The name and address of the incorporator signing these articles of incorporation is David L. Bridges, II, 1195 Larkin Road, Spring Hill, Florida 34608.

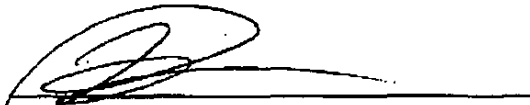
ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amended thereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 13th day of September, 2007.


David L. Bridges, II
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: September 13, 2007


David L. Bridges, II
Registered Agent

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