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*** QUOTATION ***

INVOICE # NOBHIL

1/03/95

CAPITAL CONNECTION, INC.
P.O. BOX 10349

CUSTOMER # PRI001

TALLAHASSEE, FL 32302
904-224-8870
CLIENT REF # JW10

CLIENT REP: JULIA WATSON

DOCUMENT FILING, W/CC, AM RUSH, SHIPPING/HANDLING
FILE ARTICLES WITH CERT COPY FOR:
NOB HILL TIRE & AUTO, INC.

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300001367573
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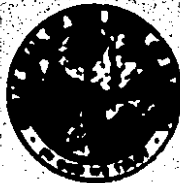
FILED
JAN -3 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
95 JAN -3 AM 11:38
DIVISION OF CORPORATION

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 14, 1994

**JOHN D. PRIOR, JR.
7770 W. OAKLAND PARK BLVD.
SUITE 205
SUNRISE, FL 33351**

The name **NOB HILL TIRE & AUTO, INC.** has been reserved for 120 days beginning December 14, 1994. The reservation number is R94000005906 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 794A00053062

I, JOHN D. PRIOR, JR.,
assign to JAMES P.
HOUGHTON all of my
rights under the above
reservation of the name,
NOB HILL TIRE & AUTO,
INC.

DATED: December 17, 1994


JOHN D. PRIOR,

**ARTICLES OF INCORPORATION
OF
NOB HILL TIRE & AUTO, INC.**

**FILED
95 JAN -3 PM 12: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME. The name of this corporation is **NOB HILL TIRE & AUTO, INC.**

ARTICLE II - DURATION. This corporation is to have perpetual existence beginning on the date that these Articles of Incorporation are filed with the Division of Corporations of the Florida Secretary of State.

ARTICLE III - PURPOSE. This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV - CAPITAL STOCK. This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value per share.

ARTICLE V - PREEMPTIVE RIGHTS. After the initial issue of common stock by this corporation, every shareholder, upon the sale for cash or other property, whether tangible or intangible or for labor or services actually performed for the corporation (the Consideration) of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro-rata share of the stock of this corporation (as nearly as may be done without issuance of fractional shares) at the cash price determined by the Board of

Directors at which time the stock would be issued to others for the consideration to be given by the other.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this corporation is 10157 N. W. 46th Street, Sunrise, Florida 33351 and the name of the corporation's initial registered agent is JAMES P. HOUGHTON.

ARTICLE VII - PRINCIPAL OFFICE. The corporation's principal office and mailing address are 10157 N. W. 46th Street, Sunrise, Florida 33351

ARTICLE VIII - FIRST BOARD OF DIRECTORS. This corporation's first Board of Directors shall consist of one Director. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The name and address of the initial Director of this corporation is:

JAMES P. HOUGHTON
10157 N. W. 46th Street
Sunrise, Florida 33351

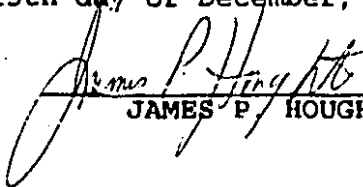
ARTICLE IX - INCORPORATOR. The name and address of the person signing these Articles of Incorporation is:

JAMES P. HOUGHTON
10157 N. W. 46th Street
Sunrise, Florida 33351

ARTICLE X - CUMULATIVE VOTING. At each election for Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes

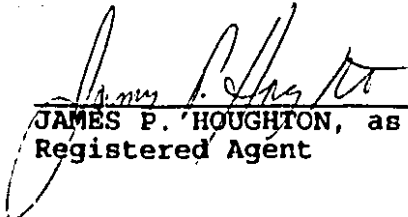
as the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation and accepted his designation as Registered Agent this 15th day of December, 1994.


JAMES P. HOUGHTON, as Incorporator

I, JAMES P. HOUGHTON, hereby accept my designation as the Registered Agent of NOB HILL TIRE & AUTO, INC. and I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as Registered Agent.

Executed at Sunrise, Florida, on the 15th day of December, 1994.


JAMES P. HOUGHTON, as Designated
Registered Agent

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JAMES P. HOUGHTON, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation on the 15th day of December, 1994.


NOTARY PUBLIC - John D. Prior, Jr.

My commission expires:

