

P95000039880

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

STATE
CORPORATIONS

SEP 19 PM 1:26

AB5/19/95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *[Signature]* _____

WALK-IN
Will Pick Up 5:12pm

RE: Tire Discounters Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)	100000434571	
	-05/19/95--011045--013	
<input type="checkbox"/> Art. of Amend. File	****122.50	****122.50
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

of

TIRE DISCOUNTERS INC.

FILED
DEPT. OF STATE
DIVISION OF CORPORATIONS

951119 PM 1:36

ARTICLE I - NAME

The name of the corporation is ----- TIRE DISCOUNTERS INC.
and whose principal office location is 1645 CLEARWATER LARGO ROAD
CLEARWATER FL 34616

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

USED TIRE SALES & SERVICE and shall include the
transaction of any and all lawful business for which corporations may be
incorporated under State of Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock, having
a par value of \$1.00 per share.

The stock as foresaid shall be paid for in lawful money of the United
States, or in property, labor or services at a just valuation to be
fixed by the incorporators, or by the Board of Directors at a meeting
to be called for that special purpose.

All voting power of this corporation shall be vested in the common
stock above designated.

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this
corporation of the same kind, class or series as that which he or
she already holds, shall have the right to purchase his or her pro-
rata share thereof at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1645 CLEARWATER LARGO ROAD
CLEARWATER FL 34616

FLORIDA DEPT. OF STATE
DIVISION OF CORPORATIONS
MAY 19 1995

and the name of the initial registered agent of this corporation is: COLETTE IVES

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

COLETTE IVES
1645 CLEARWATER LARGO ROAD
CLEARWATER FL 34616

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

COLETTE IVES
1645 CLEARWATER LARGO ROAD
CLEARWATER FL 34616

ARTICLE IX - POWERS

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these

Articles of Incorporation, this 18th day of May, 1995.

Colette Ives
COLETTE IVES

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Colette Ives
COLETTE IVES, Registered Agent

STATE OF FLORIDA

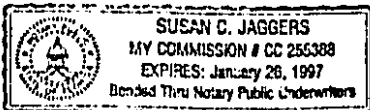
COUNTY OF Pinellas

BEFORE ME, a Notary Public authorized to take acknowledgements
in the state and county set forth above, personally appeared,

COLETTE IVES, known to me and by me to be the person who
executed the foregoing Articles of Incorporation, and acknowledged
before me, that they executed those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL, this 18th day of May,
1995.

I.D. Provided: FDL I120-100-56-946-0 Ex. 97 DOB 12/6/56



Susan C. Jaggers
Notary Public

My commission expires: