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CAPE CORAL - MAIN OFFICE:
FIRST NATIONAL BANK HEADQUARTERS, SUITE 201
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PLEASE REPLY TO CAPE CORAL OFFICE.

SOUTH FORT MYERS OFFICE:
THE RENAISSANCE CENTER, SUITE 220
8695 COLLEGE PARKWAY
FORT MYERS, FLORIDA 33919
TELEPHONE: (813) 482-7578

NEW AREA CODE IS 941 AFTER MAY 28

June 29, 1995

200001529092
-07/03/95--01034--018
*****70.00 *****70.00

Secretary of State
Division of Corporations
The Capital, Room 2002
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL -3 AM 8:02

RE: Downtown Tire and Auto Center, Inc.

Dear Sir/Madam:

Enclosed herewith are the Articles of Incorporation along with my check in the amount of $70.00 for the above referenced corporation. Please file the above mentioned document accordingly.

Thank you in advance for your courtesy and cooperation.

Very truly yours,

Nancy S. Lenzini

Nancy S. Lenzini

Enclosures

dB 7/11/95

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL -3 AM 8:52

ARTICLES OF INCORPORATION

OF

DOWNTOWN TIRE AND AUTO CENTER, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Chapter 607, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is DOWNTOWN TIRE AND AUTO CENTER, INC.

ARTICLE II: PRINCIPAL PLACE OF BUSINESS

The principal place of business is: 739 Cape Coral Parkway, Cape Coral, Florida 33904.

ARTICLE III: DURATION

The corporation shall begin business upon filing these Articles of Incorporation. The corporation shall have perpetual existence, except that the same may be dissolved as provided by law.

ARTICLE IV: PURPOSE

The corporation may engage in any lawful activity or busines permitted under the laws of the United States or of the State of Florida.

ARTICLE V: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is TEN THOUSAND shares of common stock. Such shares shall have a par value of ONE DOLLAR per share.

ARTICLE VI: SUBSCRIBERS

The names and post office addresses of the incorporators and the subscribers to these Articles of Incorporation with the amount of stock subscribed for and agreed to be taken are as follows:

BRIAN LENZ & CHERIE LENZ, 1,000 SHARES
as Husband and Wife,
3866 Hidden Acres Circle
North Ft. Myers, FL 33903

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The corporation shall have an initial Board of Directors and such Board may be increased in accordance with the Bylaws, but shall never be less than ONE. The Board shall designate and elect the Officers of the corporation and perform other duties and responsibilities as authorized and provided by law. The name and address of each initial Director of the Corporation is as follows:

BRIAN LENZ
President-Director
3866 Hidden Acres Circle
N. Ft. Myers, FL 33903

CHERIE LENZ
Senior Director
3866 Hidden Acres Circle
N. Ft. Myers, FL 33903

ARTICLE VIII: REGISTERED AGENT

The street address of the initial Registered Office of the corporation is: 739 Cape Coral

Parkway, Cape Coral, Florida, 33904. The name of the initial registered agent at that address is: BRIAN LENZ.

ARTICLE IX: PREEMPTIVE RIGHTS

Each shareholder, upon the sale of any stock of the corporation, shall have the right to purchase his pro rate share thereof at the same price as is offered to others.

ARTICLE X: POWERS AND AMENDMENT

The Officers, Directors, and Shareholders of the corporation shall possess and enjoy all powers allowed by the law except as restricted, limited or prohibited by these Articles of Incorporation, the Bylaws of the Corporation, or by other acts of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator and initial subscriber(s) to the capital stock hereinbefore mentioned for the purpose of forming a corporation as herein provided under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying the facts hereinabove to be true, and further agree to take the number of stock hereinbefore mentioned for the purpose of forming a corporation as herein provided under the laws of the State of Florida, all being done this 27th day of June 1995.

BRIAN LENZ

Cherie Lenz

CHERIE LENZ

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACKNOWLEDGEMENT BY NOTARY PUBLIC

95 JUL -3 AM 8:52

State of Florida
County of Lee

I HEREBY CERTIFY the foregoing instrument was acknowledged before me this 27th day of June, 1995, by BRIAN LENZ, who is personally known to me ~~or who has produced~~ ______ ~~as identification~~ and who did (did not) take an oath.

Angela J. Zechmann
NOTARY PUBLIC ANGELA J. ZECHMANN
My commission expires:

ANGELA J. ZECHMANN
MY COMMISSION # CC 145357 EXPIRES
September 23, 1995
BONDED THRU TROY FAIN INSURANCE, INC.

State of Florida
County of Lee

I HEREBY CERTIFY the foregoing instrument was acknowledged before me this 27th day of June, 1995 by CHERIE LENZ, who is personally known to me ~~or who has produced~~ ______ ~~as identification~~ and who did (did not) take an oath.

Angela J. Zechmann
NOTARY PUBLIC ANGELA J. ZECHMANN
My commission expires:

ANGELA J. ZECHMANN
MY COMMISSION # CC 145357 EXPIRES
September 23, 1995
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, pursuant to Florida Statutes, Section 48,091, having been named to act as Registered Agent of the corporation known as DOWNTOWN TIRE AND AUTO CENTER, INC. does hereby accept the appointment as Registered Agent of said corporation.

DATED this 27th day of June, 1995, A.D.

Brian Lenz
BRIAN LENZ
Registered Agent

This instrument prepared by:
ROBERT C. ADAMSKI, Esquire
2724 Del Prado Blvd., Suite 201
Cape Coral, Florida 33904
(941) 772-9996