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ATTORNEYS AT LAW

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August 16, 1995

Secretary of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

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-08/24/95--01003--008
*****70.00 *****70.00

RE: M & M INDUSTRIAL TIRE, INC.

Dear Sirs:

We are enclosing the original Articles of Incorporation of M & M INDUSTRIAL TIRE, INC., subject to your approval. We are also enclosing the Certificate Designating Registered Agent, together with a check in the amount of \$70.00 representing payment of the filing fee and filing fee for the Designation of the Registered Agent.

Please confirm the filing of these Articles.

Your prompt attention to this matter will be sincerely appreciated.

Sincerely,



Leisha P. Thompson
Secretary to Peter J. Munson

SN
8/24/95

lpt
enclosures

FILED
95 AUG 23 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
M & M INDUSTRIAL TIRE, INC.

FILED

95 AUG 23 AM 11:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, being of full age, do hereby make and file these Articles of Incorporation under the provisions of the Florida General Corporation Act for the purpose of becoming a corporation and do hereby accept all the rights, privileges and obligations conferred and imposed by the Laws of The State of Florida.

ARTICLE I - NAME

The name of this corporation is M & M INDUSTRIAL TIRE, INC., with its principal address at 2031 5th Avenue North, Bessemer, Alabama, 35021.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless voluntarily dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of transacting any and all lawful business permitted under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of ONE (\$1.00) DOLLAR par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1701 South Florida Avenue, Lakeland, Florida, 33803, and the name of the initial registered agent of this corporation at that address is **PETER J. MUNSON**.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws but shall never be less than one (1) or more

than five (5). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JOHN LYONS	2031 5th Avenue North Bessemer, Alabama 35021
VERNA TROSCH	2031 5th Avenue North Bessemer, Alabama 35021

ARTICLE IX - INCORPORATOR

The names and addresses of the persons signing these Articles are:


<u>NAME</u>	<u>ADDRESS</u>
JOHN LYONS	2031 5th Avenue North Bessemer, Alabama 35021
VERNA TROSCH	2031 5th Avenue North Bessemer, Alabama 35021

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 7th day of July, 1995.


JOHN LYONS


VERNA TROSCH

STATE OF ALABAMA

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 1995, by John Lyons, who is personally known to me or who has produced _____ as identification.

Notary Public

(SEAL)

My commission expires: _____

STATE OF ALABAMA

COUNTY OF Jackson

The foregoing instrument was acknowledged before me this 7th day of July, 1995, by Verna Trosch, who is personally known to me or who has produced Al. Bruce Lume as identification.

Dorinda J. Magee
Notary Public

(SEAL)

My commission expires:

10-12-98

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

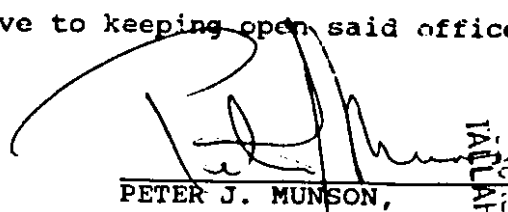
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That **M & N INDUSTRIAL TRAE, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Lakeland, County of Polk, State of Florida, has named **PETER J. MUNSON**, at 1701 South Florida Avenue, Lakeland, Florida, 33803, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


PETER J. MUNSON,
Registered Agent

CLERK OF COURT
TALLAHASSEE, FLORIDA

95 AUG 23 AM 11:13

FILED