

David C. Gaskin

ATTORNEY AT LAW

PO Box 185

Wewahatcha, Florida 32465

(904) 639 2260

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December 22, 1995

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Florida Department of State  
Jim Smith, Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Fl. 32314

EFFECTIVE DATE

12-21-95

Re: TFR Enterprises, Inc.

Dear Sir:

Tyre

Enclosed herewith is the original and one copy of the Articles of Incorporation of the above referenced matter along with our check in the amount of \$122.50 for filing fees. Please return a certified copy upon said filing. Thank you for your cooperation in this matter.

DEPT. OF STATE  
TALLAHASSEE, FLORIDA

55 DEC 28 PM 12:52

FILED

Sincerely,

DC Gaskin

David C. Gaskin

DCG:ps  
encl.

12-21-95

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David C. Gaskin

ATTORNEY AT LAW  
P.O. Box 185  
Wewahatchee, Florida 32405  
(904) 630 2260

January 8, 1996

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

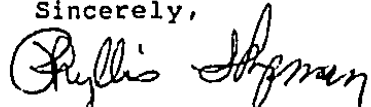
Attn: Freida Chesser  
Corporate Specialist

Re: Tyre Enterprises, Inc.

Dear Ms. Chesser:

As per our telephone conference this morning, I am returning the Articles of Incorporation on Tyre Enterprises, Inc. for filing, along with your letter of January 4, 1996, with reference to another corporation which was filed quite some time ago and has nothing to do with the corporation captioned above. Thank you for your cooperation in this matter.

Sincerely,



Phyllis Shipman  
Secretary to David C. Gaskin

DCG:ps  
encl.

FILED  
95 DEC 28 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

EFFECTIVE DATE  
12-21-95

TYRE ENTERPRISES, INC.

FILED  
95 DEC 28 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Tyre Enterprises, Inc. and is located at Rt. 3, Box 177, Wewahitchka, Florida, 32465, and whose mailing address is Rt. 3, Box 177, Wewahitchka, Florida, 32465.

ARTICLE II - DURATION

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these articles.

ARTICLE III - PURPOSES

This corporation is organized for the purpose of owning and/or operating a transportation company; to transport goods within or outside of the state of Florida and to transact any other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of No Par Value common stock.

ARTICLE V - PREFERENCES, LIMITATIONS AND  
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Voting Rights:

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

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 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Rt. 3, Box 177, Wewahitchka, Florida, 32465, mailing address being Rt. 3, Box 177, Wewahitchka, Florida, 32465, and the name of the initial registered agent of this corporation at that address is Carol Tyre.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have two (2) directors 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) nor more than seven (7). The names and addresses of the initial directors of this corporation are as follows:

CAROL TYRE, Rt. 3, Box 177, Wewahitchka, Fl., 32465;

AARON TYRE, Rt. 3, Box 177, Wewahitchka, Fl., 32465

The officers names and addresses of this corporation are as follows:

CAROL TYRE, Rt. 3, Box 177, Wewahitchka, Fl., 32465,

President/Secretary;

AARON TYRE, Rt. 3, Box 177, Wewahitchka, Fl., 32465,

Vice President/Treasurer.

#### ARTICLE IX - INCORPORATOR

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

CAROL TYRE, Rt. 3, Box 177, Wewahitchka, Fl., 32465

AARON TYRE, Rt. 3, Box 177, Wewahitchka, Fl., 32465

#### ARTICLE X - BYLAWS

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

#### ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons:

CAROL TYRE	-	51 Shares
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AARON TYRE	-	49 Shares
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Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### ARTICLE XII - 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 directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

#### ARTICLE XIII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by a majority of the outstanding shares.

#### ARTICLE XIV - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote, fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

#### ARTICLE XV - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation duly called as provided by law.

ARTICLE XVI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XVII - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative of all of the remaining directors, shall be the act of the Board of Directors.

ARTICLE XVIII - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIX - ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE XX - INDEMNIFICATION

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

ARTICLE XXI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments 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 on this 21<sup>st</sup> day of Dec., 1995.

Carol Tyre  
CAROL TYRE  
Aaron Tyre  
AARON TYRE

STATE OF FLORIDA  
COUNTY OF GULF

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of December, 1995, by CAROL TYRE and AARON TYRE, who is known to me or has produced \_\_\_\_\_ as identification.

Phyllis F. Shipman  
Notary Public  
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I, CAROL TYRE, do hereby certify that I am familiar with and do hereby accept the duties and responsibilities as registered agent for TYRE ENTERPRISES, INC. and do hereby certify that I am over the age of eighteen years and my address is Rt. 3, Box 177, Wewahitchka, Florida 32465.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21<sup>st</sup> day of December, 1995.

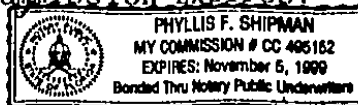
Carol Tyre  
CAROL TYRE

STATE OF FLORIDA  
COUNTY OF GULF

Sworn to and subscribed before me this 21<sup>st</sup> day of December, 1995.

Phyllis F. Shipman  
Notary Public

My Commission Expires:



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 DEC 28 PM 12:52

FILED