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ROBERT W. BROWNING JR., P.A.

ATTORNEY & COUNSELOR AT LAW

SUITE 700

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March 28, 1996

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

200001766252  
-04/02/96-01062-001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: American Tire, Wheel, & Accessories, Inc.

100001766281  
-04/02/96-01062-002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

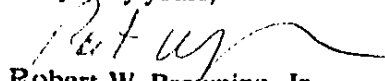
Gentlemen:

Enclosed please find two duplicate originals of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00 covering the filing and registered agent fees.

Would you please file the Articles and return to me a date stamped copy of the Articles in the enclosed self-addressed stamped envelope.

Thank you in advance for your assistance.

Very truly yours,

  
Robert W. Browning, Jr.

APR 8 1996

BSR  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

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FILED

**ARTICLES OF INCORPORATION**  
**OF**  
**AMERICAN TIRE, WHEEL & ACCESSORIES, INC.**

**FILED**

96 APR -1 AM 8:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE ONE. NAME**

The name of the corporation is AMERICAN TIRE, WHEEL & ACCESSORIES, INC.

**ARTICLE TWO. PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE THREE. POWERS**

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

**ARTICLE FOUR. CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$ 1.00 per share.

**ARTICLE FIVE. PRINCIPAL OFFICE**

The street address of the principal office of the corporation is 1010 W. Brandon Blvd., Brandon, FL 33511.

**ARTICLE SIX. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1800 Second St., Suite 755, Sarasota, Fl. 34236, and the name of the initial registered agent of the corporation at that address is Robert W. Browning, Jr., Attorney.

#### ARTICLE SEVEN. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the Bylaws.

#### ARTICLE EIGHT. INCORPORATOR

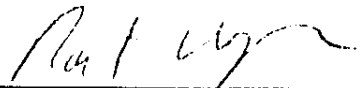
The name and address of the Incorporator is:

Robert W. Browning, Jr., Attorney  
1800 Second St., Suite 755  
Sarasota, Fl. 34236

#### ARTICLE NINE. AMENDMENT

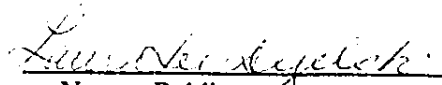
This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

The undersigned Incorporator has executed these Articles of Incorporation this 28th day of March, 1996.

  
\_\_\_\_\_  
ROBERT W. BROWNING, JR.

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28th day of March, 1996, by Robert W. Browning, Jr., who is personally known to me and who did not take an oath.

  
\_\_\_\_\_  
Notary Public



OFFICIAL SEAL  
LAURA LEE DEZELSKI  
My Commission Expires  
May 22, 1996  
Comm. No. CC 196305

ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
AMERICAN TIRE, WHEEL & ACCESSORIES, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: March 28, 1996

  
\_\_\_\_\_  
ROBERT W. BROWNING, JR.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA