

P96000087106

RICHARD, BLINN & HALDIN, P.A.  
*Attorneys at Law*

PETER C. BLINN  
DENNIS D. CAMP  
WILLIAM C. HALDIN, JR  
JAMES L. RICHARD

808 SOUTHEAST FORT KING STREET  
OCALA, FLORIDA 34471  
PHONE: (352) 351-3000  
LAKE COUNTY: (352) 753-8919  
FAX: (352) 351-2715

October 18, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

600001982736--3  
-10/22/96--01068--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: TM SPEED & TIRE, INC.

Dear Sir/Madam:

Enclosed are the original and one duplicate of the proposed Articles of Incorporation of the above captioned corporation.

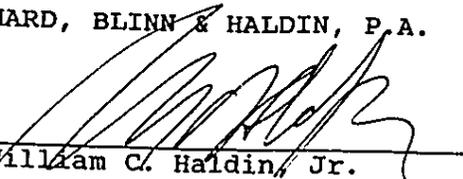
Please endorse your approval of the articles on the duplicate copy, certify same, and return the certified copy to this office in the enclosed mailing envelope. It is understood that the original document with your endorsed approval is to be filed in your records pursuant to Florida law.

A check in the amount of \$122.50 is enclosed to cover the filing fee and certification of the copy.

If any further charges are required, or if, for any reason, the articles do not meet current requirements, please so notify the undersigned by collect telephone call (352) 351-3000.

Sincerely,

RICHARD, BLINN & HALDIN, P.A.

By:   
William C. Haldin, Jr.

WCH/uf  
Enclosures  
cc: Edward L. Smith, Jr.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT 21 PM 2:45

D. BROWN OCT 22 1996

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
95 OCT 21 PM 2:45

**ARTICLES OF INCORPORATION  
OF  
TM SPEED & TIRE, INC.**

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I: Name**

The name of the corporation is TM SPEED & TIRE, INC.

**ARTICLE II: Business**

The corporation may engage in any activity of business permitted under the laws of the United States and Florida.

**ARTICLE III: Stock**

The total number of shares of stock which the corporation will have authority to issue is ten thousand (10,000) shares of one dollar (\$1.00) per share par value Class A common stock. All of said stock will be payable in cash or real or personal property or such consideration as may be fixed by the shareholders.

**ARTICLE IV:**

**Registered Agent and Address and Principal Office**

The initial address of the registered office of the corporation is 1640 NE 32 Avenue, Ocala, Florida 34470.

The name of the corporation's registered agent at said address is Edward L. Smith, Jr.

The principal business office of the corporation is 1640 NE 32nd Avenue, Ocala, Florida 34470.

**ARTICLE V:**

**Management of Corporation by Shareholders**

All corporate powers will be exercised by or under the authority of, and the business of the corporation will be managed by the shareholders rather than a Board of Directors, including the power to adopt, alter, amend, or repeal by-laws.

**ARTICLE VI: Effective Date**

The corporation will commence existence on acceptance of these Articles of Incorporation by the Secretary of State of Florida.

**ARTICLE VII: Incorporator**

Following is the name and street address of the person signing these Articles as incorporator: William C. Haldin, Jr., 808 SE Fort King Street, Ocala, Florida 34471.

**ARTICLE VIII:**

**Shareholders as Employees**

There shall be no policy prohibiting shareholders from serving as corporate officers or employees. In the event that a shareholder is employed by the corporation, said shareholder shall be entitled to receive a reasonable salary for services rendered.

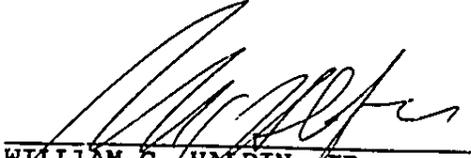
**ARTICLE IX: Preemptive Rights**

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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X: Amendment**

This corporation may amend its articles of incorporation in any respect, provided that only such provisions shall be inserted by amendment as would be lawful and proper in original articles of incorporation made at the time of making such amendment. Every amendment shall be proposed by a shareholder and approved at a shareholders' meeting by not less than seventy-five percent (75%) of the stock entitled to vote thereon.

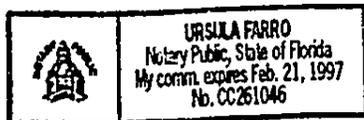
IN WITNESS WHEREOF, I have executed these Articles of Incorporation on October 18, 1996.

  
\_\_\_\_\_  
WILLIAM C. HALDIN, JR.

STATE OF FLORIDA  
COUNTY OF MARION

BEFORE ME, personally appeared WILLIAM C. HALDIN, JR. [] to me personally known or [] who has produced N/A \_\_\_\_\_ as identification and is known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 18th day of October, 1996.



  
\_\_\_\_\_  
Notary Public, State of Florida  
Print Ursula Farro  
My commission expires:

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
95 OCT 21 PM 2:45

**ACCEPTANCE BY REGISTERED AGENT**

I hereby accept my designation as Registered Agent for **TM SPEED & TIRE, INC.** as set forth in Article IV of the foregoing Articles of Incorporation, this 18th day of October, 1996.



EDWARD V. SMITH, JR.