

P96000089219

CAPITAL CONNECTION, INC.

100 E. Virginia St., Suite 10349, Tallahassee, FL 32302, (904) 224-8876
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: Boston Trust Inc.

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....

96 OCT 30 AM 10:10
RECEIVED
TALLAHASSEE, FLORIDA

FILED

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY 17791 _____

WALK-IN Will Pick Up 1030 120

Please remit invoice number will pay on
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
of
BOSTON TIRE, INC.

FILED
96 OCT 30 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of the corporation is:

Boston Tire, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

(1) The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of one dollar (\$1.00) per share.

(2) The capital stock may be paid for by property, labor, or services, at a just valuation to be fixed by the incorporator(s) or by the Board of Directors at a meeting called for such purpose, or at the organizational meeting.

(3) Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Board of Directors. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on the basis and for such consideration and the issuance of so much of the capital stock as the Board of Directors may decide.

ARTICLE IV. TERM OF EXISTENCE.

This corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND MAILING ADDRESS.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Paul McAlduff
1301 S.W. 2nd Street,
Pompano Beach, FL 33069

This shall also be the principal office of this Corporation and its mailing address. The Board of Directors from time to time may change the foregoing to any other address within the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time

to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS.

The names of the initial directors of this Corporation and their street address is:

Paul McAlduff
1301 S.W. 2nd Street,
Pompano Beach, FL 33069

Richard McCarthy
1301 S.W. 2nd Street,
Pompano Beach, FL 33069

The person named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and qualified, whichever occurs later.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as Incorporator is:

Paul McAlduff
1301 S.W. 2nd Street,
Pompano Beach, FL 33069

ARTICLE IX. INDEMNIFICATION.

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the

manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders at a meeting of such stockholders and approved by at least a majority of the stockholders entitled to vote. Alternatively, an amendment may be approved by a written statement signed by all directors and stockholders.


ARTICLE XI. STOCKHOLDERS

The stockholders of this Corporation may divide themselves into groups for the purpose of obtaining unit control in the Corporation; and when any agreement is made between stockholders owning at least eighty percent (80%) of the stock then outstanding in the Corporation, such agreement shall be binding upon the Corporation, and shall be recognized by the Board of Directors and shall be observed by the Officers and Agents of the Corporation; and particularly, the stockholders are authorized to include in such agreement, entered into among themselves, the following as valid matters of agreement, to wit:

- (1) The manner and method in which and the persons by whom directors may be elected.
- (2) Any limitation upon the transferability or assignment of the stock of the Corporation.
- (3) The conferring of preemptive rights of purchase upon the stockholders as conditions precedent to the sale of any additional stock.
- (4) Any matter related to effectuating the purposes included in any of the foregoing matters.

Agreements among the stockholders shall continue to be binding upon the Corporation until there is filed with the Secretary of the Corporation, a written instrument, signed by the persons who originally created such stockholders' agreements (or their successors in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the stockholders' agreements) consenting to the revocation and cancellation of the agreements among the stockholders.

Executed by the undersigned on October 29, 1996



Paul McAlduff, Incorporator

FILED
96 OCT 30 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, Florida Statutes,
the following is submitted:

That Boston Tire, Inc., desiring to organize or
qualify under the law of the State of Florida, has named
Paul McAlduff, as its registered agent to accept service of
process within Florida at 1301 S.W. 2nd Street, Pompano Beach,
FL 33069, which address is also designated as the registered
office of the corporation first mentioned above.



Paul McAlduff, Incorporator

October 29, 1996

Having been named registered agent to accept service of
process for the above-named corporation, at the place designated
in this certificate, Paul McAlduff, hereby agrees to act in
that capacity and further agrees to comply with the
provisions of all statutes relative to the proper and complete
performance of such duties.



Paul McAlduff

Date: October 29, 1996