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Lorraine M. Slocomb  
21701 Freeman Drive  
Umatilla, FL 32784

December 5, 1996

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-12/10/96--01036--001  
\*\*\*367.50 \*\*\*122.50

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

EFFECTIVE DATE  
1-1-97

Dear Sirs:

Please find enclosed in duplicate the Articles of Incorporation for Durham's Umatilla Tire, Inc. and the Designation and Acceptance of Registered Agent for filing.

I am also including a check for recording and certified copy fees made payable to the Secretary of State in the amount of \$122.50. I would appreciate having one copy certified and returned to the above address as soon as possible.

Sincerely,

  
Lorraine M. Slocomb, E.A.

Enclosures



FILED  
96 DEC -9 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
Durham's Umatilla Tire, Inc.

96 DEC -9 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

EFFECTIVE DATE  
1-1-97

ARTICLE I NAME

The name of the corporation shall be Durham's Umatilla Tire, Inc.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 21701 Freeman Drive, Umatilla, Florida 32784 and the name of the initial Registered Agent for the corporation at that address is Lorraine M. Slocomb.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

#### **ARTICLE VI    TERM OF EXISTENCE**

*This corporation shall exist perpetually, effective January 1, 1997.*

#### **ARTICLE VII    LIMITATION OF LIABILITY**

*Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.*

#### **ARTICLE VIII    SELF DEALING**

*No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.*

ARTICLE IX DIRECTORS

*This corporation shall have a minimum of two directors.  
The initial Board of Directors shall consist of:*

William S. Durham  
431 North Central Avenue  
Umatilla, FL 32784

Alice A. Durham  
14836 Highway 450 West  
Umatilla, FL 32784

ARTICLE X INCORPORATOR

*The name and address of the incorporator is:*

Lorraine M. Slocumb  
21701 Freeman Drive  
Umatilla, FL 32784

IN WITNESS WHEREOF, the undersigned has hereunto set his  
hand and seal on the 5th of December, 1996.

Incorporator:

  
Lorraine M. Slocumb

DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida.

Durham's Umatilla Tire, Inc., a corporation organizing under the laws of the State of Florida with its principal office located at 21701 Freeman Drive, Umatilla, Florida 32784 has named Lorraine M. Slocomb, whose address is 21701 Freeman Drive, Umatilla, Florida 32784 as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

  
Lorraine M. Slocomb

FILED  
96 DEC -9 AM 11:45  
TALLAHASSEE STATE  
JUDICIAL OFFICE