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ACCOUNT NO. : 072100000032

REFERENCE : 352115 8931A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patterson Pyzdek*

ORDER DATE : May 2, 1997

ORDER TIME : 10:39 AM

ORDER NO. : 352115-005

CUSTOMER NO: 8931A

900002163609--8

CUSTOMER: John W. Biesinger, Iii, Esq  
GRANT & BIESINGER

Suite 303  
696 First Avenue North  
Saint Petersburg, FL 33701

DOMESTIC FILING

NAME: K & T TIRE AND AUTO, INC.

EFFECTIVE DATE: MAY 6, 1997

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS: \_\_\_\_\_

TALLAHASSEE, FLORIDA

97 MAY - 2 PM 1:53

DIVISION OF CORPORATION

97 MAY - 2 PM 12:11

RECEIVED

844 MAY - 2 1997

ARTICLES OF INCORPORATION  
OF  
K & T TIRE AND AUTO, INC.

SEP 11 1973  
97107-2 PM 1:53  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

K & T TIRE AND AUTO, INC.

The address of the principal office of this corporation shall be 2371 South Tamiami Trail, Venice, Florida 34293, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, 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 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Ken Belcher Dir.	19120 Northwest 156th Avenue Alachua, Florida 32615
Tim Walsh Dir.	3036 Kaleb Court Tallahassee, Florida 32308
Marilyn Walsh Dir.	13 Wedge Lane Palm Coast, Florida 32164

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Ken Belcher Pres./Treas.	19120 Northwest 156th Avenue Alachua, Florida 32615
Tim Walsh V.Pres./Sec.	3036 Kaleb Court Tallahassee, Florida 32308

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company on May 2, 1997.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*  
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN THE ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware  
corporation authorized to transact business in this  
State, having a business office identical with the  
registered office of the corporation named above, and  
having been designated as the Registered Agent in the  
above and foregoing Articles, is familiar with and  
accepts the obligations of the position of Registered  
Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*  
Its Agent, Gail Shelby

FILED  
JUL 11 1997  
TALLAHASSEE, FLORIDA

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HBD/tch