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Robert J. Mander

Requestor's Name

6783 Buchanan Lane

Address

Chandler 11 825

City/State/Zip

Phone #

100002172001-1-9

05/08/97-01136-0019

\*\*\*245.00 \*\*\*122.50

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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**ARTICLES OF INCORPORATION**  
**OF**  
**NATIONAL TIRE & SERVICE CENTER, INC.**

The name of this corporation shall be National Tire & Service Center, Inc. whose address is and its principal place of business shall be in Orange County, Florida, but it may establish branch offices deemed advisable by its Board of Directors within the State of Florida. The address of the corporation shall be: 80 West Michigan Street, Orlando, Florida 32806.

**ARTICLE I. NAME**

The name of corporation is NATIONAL TIRE & SERVICE CENTER, INC.

**ARTICLE II. TERM OF EXISTENCE**

The period of duration of the corporation is perpetual.

**ARTICLE III. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be as follows:

A. To engage in the buying an selling, at wholesale and retail, of rubber automobile tires of all kinds and descriptions and the conducting of the general business of vulcanizing, reinforcing, rebuilding, and repairing automobile tires of all kinds and descriptions, and such other an further objects as may be necessary and incidental to the carrying on of such business, including the buying and owning of the necessary tools and equipment for the business and the buying, leasing, holding, releasing, selling, and conveying the real estate necessary or proper in connection with the business.

B. To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in

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D. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

E. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states, districts, territories, countries, or colonies.

F. To contract debts and borrow money, issue and or sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property or other instrument to secure the payment of corporate indebtedness as required.

G. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

H. To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of capital stock, or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes trust receipts, and other securities, obligations, chooses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government, or by any state, territory, municipality or other political subdivision or by an governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon.

I. In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its law, and to do any or all things hereinbefore set forth to the same extent as a natural person might or could do.

(\$1.00) per share.

**Stated Capital.** The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

**Dividends.** The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

**No Classes of Stock.** The shares of the corporation are not to be divided into classes.

**No Shares in Series.** The corporation is not authorized to issue shares in series.

#### **ARTICLE VI. DIRECTORS**

The initial Board of Directors shall consist of three (3) members, who need not be residents of Florida, or shareholders of the corporation.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any ;and all claims and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

of, such other corporation; any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such member thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### **ARTICLE VII. INITIAL DIRECTORS, INCORPORATORS & OFFICERS**

The names and addresses of initial incorporators and of the persons who shall serve as directors and officers until the first annual meeting of shareholders or until their successors shall have been elected and qualified, are as follows:

##### **NAME & ADDRESS**

##### **OFFICE/DIRECTOR**

Modesto A. Fernandez  
6583 Haughton Lane  
Orlando, Fl. 32835

President/Director

Alejandro G. Urena  
6573 Abercrombie Ct.  
Orlando, Fl. 32835

Vice President/Director

Michael Filipksi  
825 Coquina Ct.  
Orlando, Fl. 33807

Secretary/Treas./Director

#### **ARTICLE VIII. AMENDMENT**

The shareholders shall have the power to adopt, amend, alter, change or repeal the

Articles of Incorporation when proposed and approved at stockholders' meeting, with not less

#### **ARTICLE IX. PRE-EMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms, and conditions, that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of common stock currently authorized and issued.

#### **ARTICLE X. VOTING STOCK**

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of his or her shares, to distribute them among as many candidates as he or she may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 72 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

#### **ARTICLE XI. REGISTERED AGENT AND ADDRESS**

The name and address of the registered agent is as follows:

##### **NAME**

##### **ADDRESS**

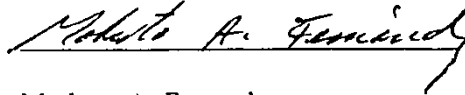
Modesto A. Fernandez

80 W. Michigan St., Orlando, Fl. 32806

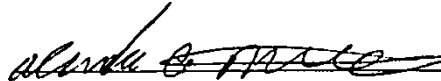
The corporations registered address and the corporations principle office address shall be the same as indicated in the preceding paragraph.

**IN WITNESS WHEREOF,** the undersigned accepts the designation of registered agent for the corporation on this 21<sup>st</sup> day of April, 1997.

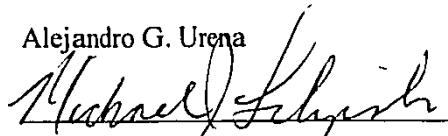
**IN WITNESS WHEREOF**, the undersigned has made and subscribed of these Articles of Incorporation on this 21<sup>st</sup> day of April, 1997.



Modesto A. Fernandez



Alejandro G. Urena



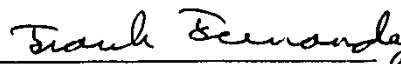
Michael Filipski

STATE OF FLORIDA

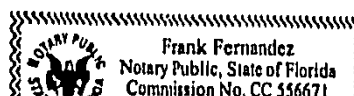
COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared Modesto A. Fernandez and Alejandro G. Urena, and Michael Filipski, who is well known to be the persons described in and who subscribed the above Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposed herein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Orlando, in said County and State, this 21<sup>st</sup> day of April, 1997.



Notary Public  
My Commission Expires:



97 MAY 1  
TALLAH