

LAW OFFICES OF
Peter R. Mayer
A PROFESSIONAL ASSOCIATION

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February 4, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Attn: Carolyn Batten
Document Specialist

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RE: Eurotire, Inc.
Ref. Number: W98000001937

Dear Carol:

Enclosed please the original and one copy of the Articles of Incorporation for EUROTIRE, INC., which have been corrected pursuant to your letter dated January 28, 1998, a copy of which is also enclosed.

If I can be of any further assistance, please do not hesitate to contact me.

Sincerely,

Inga

Inga West-Welch
Legal Assistant

/iww

Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RB
2-9-98

ARTICLES OF INCORPORATION

OF

EUROTIRE, INC.

The undersigned, acting as incorporators of EUROTIRE, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

Article I - NAME

The name of this corporation is EUROTIRE, INC. The principal address of this corporation is 319 Shadow Moss Court, Lakeland, Florida 33813.

Article II - DURATION/EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

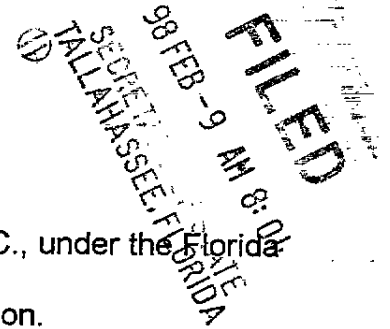
Article III - PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

- (a) To engage in the business of retail and wholesale automotive tire sales, installation, service, importation and exportation and related products and services.
- (b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

Article IV - AUTHORIZED SHARES

This corporation is authorized to issue 100 shares of no (\$.00) par value common stock. The consideration to be paid for each share shall be as fixed by the board of directors, and may be paid in whole or in part in cash or other property, tangible or



intangible, or in labor or services actually performed for the corporation with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Article V - CUMULATIVE VOTING

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by such shareholder multiplied by the number of directors to be elected, and each shareholder may cast such votes for a single candidate, or may distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

Article VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash of any unissued stock (whether or not presently authorized and including treasury shares) of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. This right shall be deemed waived by any holder who does not exercise it and pay for the stock preempted within thirty days of receipt of a notice in writing from the corporation inviting him to exercise the right.

Article VII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation is 319 Shadow Moss Court, Lakeland, Florida 33813, and the name of the initial registered agent of this corporation is Peter R. Mayer, Esq., and his address is 4921 Southfork Drive, Suite 2, Lakeland, Florida 33813.

Article VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors. The number of directors may be increased

from time to time by the by-laws, but shall never be less than one. The name and address of the initial directors are:

Michael Schonrock
319 Shadow Moss Court
Lakeland, FL 33813

Peter M. White
8409 Maid Marion's Trail
Lakeland, FL 33809

Article IX - INCORPORATORS

The name and address of the incorporators are:

Michael Schonrock
319 Shadow Moss Court
Lakeland, FL 33813

Peter M. White
8409 Maid Marion's Trail
Lakeland, FL 33809

The incorporators of the corporation hereby assign to this corporation their rights under Section 607.161, Florida Statutes, to constitute a corporation, and hereby assign to those persons designated by the board of directors any rights they may have as incorporators to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

Article X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.


Article XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
of Incorporation this 4th day of February, 1998.



Subscriber
Name: Michael Schronrock


STATE OF FLORIDA
COUNTY OF POLK

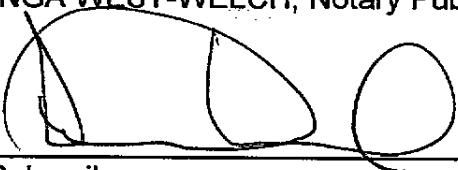
Before me, a Notary Public, authorized to take acknowledgements in the state and county set forth above personally appeared **MICHAEL SCHRONROCK**, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 4th day of February, 1998.



INGA WEST-WELCH
My Commission CC452490
Expires Apr. 30, 1999
Bonded by HAI
800-422-1555



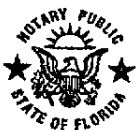
INGA WEST-WELCH, Notary Public


Subscriber
Name: Peter M. White

STATE OF FLORIDA
COUNTY OF POLK

Before me, a Notary Public, authorized to take acknowledgements in the state and county set forth above personally appeared **PETER M. WHITE**, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 4th day of February, 1998.



INGA WEST-WELCH
My Commission CC452490
Expires Apr. 30, 1999
Bonded by HAI
800-422-1555



INGA WEST-WELCH, Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

EUROTIRE, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at City of Lakeland, County of Polk, State of Florida, has named Peter R. Mayer, located at 4921 Southfork Drive, Suite 2, Lakeland, Florida 33813, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


PETER R. MAYER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB -9 AM 8:05

FILED