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LAW OFFICES

Sheldon R. Rosenthal

SUITE 1040 CITY NATIONAL BANK BUILDING

25 WEST FLAGLER STREET

Miami, Florida 33130

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AREA CODE 305

February 10, 1998

Corporate Records Bureau
Division of Corporations
Dept. of State
P. O. Box 6327
Tallahassee, Fl. 32314

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-02/13/98--01037--009
****122.50 ****122.50

Re: Incorporation of: TIRES 2 U OF FLORIDA, INC.

Gentlemen,

In connection with the above captioned matter, I am enclosing fully executed original and copy of Articles of Incorporation, together with my check made payable to your order in the sum of \$122.50 representing the cost of filing these Articles.

After the Articles have been filed, please forward certified copy of same directly to my office, together with your Certificate acknowledging the filing of this document.

Thank you for your courtesy and cooperation.

Very Truly yours,

SHELDON R. ROSENTHAL

SRR/vh
Enc.

FILED
98 FEB 13 AM 10:32
SHeldon R. Rosenthal
Tallahassee, Florida

me 2/16/98

Articles of Incorporation
of
TIRES 2 U OF FLORIDA, INC.
a Florida corporation

WE, THE UNDERSIGNED, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE 1 - NAME

The name of the Corporation shall be:

TIRES 2 U
OF FLORIDA, INC.
A FLORIDA CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 11 - PURPOSE

A. To carry on and engage in the purchase, sale, distribution, lease, and to otherwise deal in the wholesale and retail sale, purchase, and installation of all types of automobile, motorcycle, and truck tires and all accessories and parts related thereto; and to do all other acts which may be necessary or related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE 111 - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit:

ONE THOUSAND (1,000) Shares of Common Stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

c/o Suite 1040, City National Bank Building, 25 West Flagler Street, Miami, Florida 33130

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be **SHELDON R. ROSENTHAL, ESQUIRE**, and the Registered Office shall be located at: c/o Suite 1040, City National Bank Building, 25 West Flagler Street, Miami, Florida 33130, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

NAME**OFFICE****ADDRESS****Sheldon R. Rosenthal**President &
Vice Presidentc/o Suite 1040, City National Bank Building,
25 West Flagler Street, Miami, Florida 33130**R. Patrick Sharp, III**Secretary &
Treasurerc/o Suite 1040, City National Bank Building,
25 West Flagler Street, Miami, Florida 33130**ARTICLE IX - BOARD OF DIRECTORS**

The Corporation shall be governed by a Board of Directors which shall consist of at least one (1), but not more than seven (7) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

NAME**TITLE****ADDRESS****Sheldon R. Rosenthal**President &
Vice Presidentc/o Suite 1040, City National Bank Building,
25 West Flagler Street, Miami, Florida 33130**R. Patrick Sharp, III**Secretary &
Treasurerc/o Suite 1040, City National Bank Building,
25 West Flagler Street, Miami, Florida 33130

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>VALUE OF SHARES</u>
Sheldon R. Rosenthal	c/o Suite 1040, City National Bank Building, 25 West Flagler Street, Miami, Florida 33130	675	\$675.00
R. Patrick Sharp, III	c/o Suite 1040, City National Bank Building, 25 West Flagler Street, Miami, Florida 33130	225	\$225.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

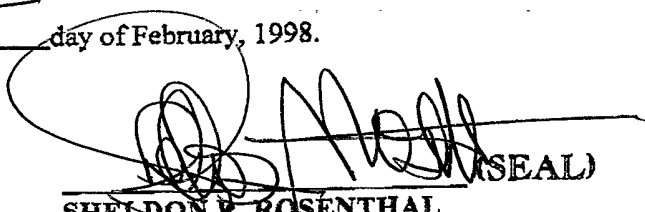
ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hand and seal at Miami, Miami-Dade County, Florida, this 5 day of February, 1998.



SHELDON R. ROSENTHAL

(SEAL)



R. PATRICK SHARP, III

(SEAL)


STATE OF LOUISIANA)

) ss

PARISH OF JEFFERSON)

The foregoing instrument was acknowledged before me this 5 day of February, 1998, by R. PATRICK SHARP, III, who is personally known to me or who has produced _____

as


Notary Public, State of Louisiana at Large

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

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Valerie Hopps
Notary Public, State of Florida at Large

OFFICIAL NOTARY SEAL
VALERIE HOPPS
COMMISSION NUMBER
CC381162
MY COMMISSION EXP.
JULY 9, 1998

CERTIFICATE ACCEPTING DESIGNATION

AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of
TIRES 2 U OF FLORIDA, INC., a Florida Corporation, and
agree to serve as it Registered Agent, to accept service of process within the State at its Registered
Office located at:

c/o Suite 1040, City National Bank Building, 25 West Flagler Street, Miami, Florida 33130



SHELDON R. ROSENTHAL, ESQUIRE
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA