

P98000030154

TRANSMITTAL LETTER
FOR FLORIDA CORPORATION

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

SUBJECT: Acker Tire Company, Inc.
(Proposed corporate name)

300002465513-3
03/23/98-01117-015
****122.50 ****122.50

Enclosed is original and one (1) copy and filing fee of \$122.50 for Articles of Incorporation of Florida corporation.

A letter of acknowledgment will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50.

Please send one check for the total amount made payable to the Florida Department of State.

FROM: John E. Acker
603 Skylark Road
Mary Esther, FL 32569
(850) 581-7618

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 23 AM 8:39

2555

W/S-6629

g/4/2/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 23 AM 8:39

April 1, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ACKER TIRE ENTERPRISES, INC.
Ref. Number: W98000006629

RESUBMIT

Please give original
submission date as file date.

We have received your document for ACKER TIRE ENTERPRISES, INC..
However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The registered agent and street address must be consistent wherever it appears
in your document.

Please return the original and one copy of your document, along with a copy of
this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 298A00017330

RECEIVED
98 APR -1 PM 4:07
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 23 AM 8:39

March 25, 1998

~~JOHN E. ACKER~~
~~603 SKYLARK RD.~~
~~MARY ESTHER, FL 32569~~

Return to: CSC
1201 Hays Street
Tallahassee, FL 32301

COPY

SUBJECT: ACKER TIRE COMPANY, INC.
Ref. Number: W98000006629

We have received your document for ACKER TIRE COMPANY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 298A00015983

RESUBMIT

Please give original
submission date as file date.

RECEIVED
98 APR - 1 AM 10:43
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
ACKER TIRE ENTERPRISES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 23 AM 8:39

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is: **ACKER TIRE ENTERPRISES, INC.**

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Corporate Purpose

This corporation is organized to transact any or all lawful business for which the corporation may be incorporated pursuant to Chapter 607, Florida Statutes, or any other applicable laws of the State of Florida.

ARTICLE IV

Principal Office/Mailing Address

The street address of the initial principal office is: 623 Skylark Road, Mary Esther, Florida 32569.
The mailing address of the corporation is the same.

ARTICLE V

Capital Stock

This corporation is authorized to issue Two Thousand (2000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation 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.

ARTICLE VII

Stockholder and Corporation Option to Purchase Stock

In case a shareholder desires to sell his shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

If none of the shareholders desire to purchase the shares of stock, the stockholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary

of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option. If neither the shareholders nor the corporation exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

ARTICLE VIII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4935 E. Highway 30-A, Suite 5, Seagrove Beach, FL 32459, the name of the initial registered agent of this corporation at that address is:

Franklin H. Watson

ARTICLE IX

Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-laws.

ARTICLE X

Initial Officers

The name and address of the President, Vice President, Secretary and Treasurer of the corporation is:

John E. Acker
623 Skylark Road
Mary Esther, Florida 32569

The officers shall be elected by a majority vote of the directors.

ARTICLE XI

Incorporators

The name and address of the incorporator is:

John E. Acker
623 Skylark Road
Mary Esther, Florida 32569

ARTICLE XII

Action by Directors Without a Meeting

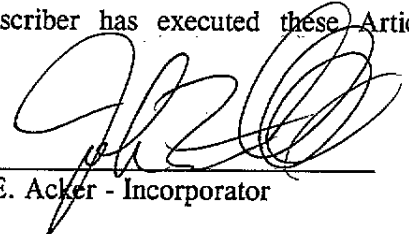
The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal 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 30th day of March, 1998.

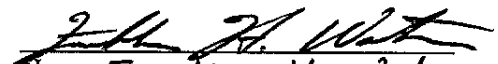

John E. Acker - Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 30th day of March, 1998, by John E. Acker, who is personally known to me.

WITNESS my hand and seal this 30th day of March, 1998.

Affix Seal


Name: Franklin H. Watson
Notary Public
My commission expires:



Franklin H. Watson
MY COMMISSION # CC691794 EXPIRES
October 27, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 23 AM 8:39

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

FIRST -- That ACKER TIRE ENTERPRISES, INC., with its principal place of business at 623 Skylark Road, Mary Esther, Florida 32569 has named Franklin H. Watson of W. WADE WALLACE, P. A., located at 4935 E. Highway 30-A, Suite 5, Seagrove Beach, Florida 32459, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501 Florida Statutes.

Date: 03/30/98

W. WADE WALLACE, P. A.


Franklin H. Watson