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Pamela K. Nagy
9280 Mooring Cir.
Ft. Myers, FL 33912
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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

April 4, 1998

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****131.25 ****131.25

To Whom it May Concern,

Enclosed are the copies of the Articles of Incorporation for the business that I would like to start. I have enclosed a check for \$131.25, which I understand will pay for Incorporation Status, a Certificate of Status and a copy of the Articles. If you have any questions, please contact me at the above address or telephone number.

Sincerely,


Pamela K. Nagy

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 13 1998

**ARTICLES OF INCORPORATION
OF
ADVANTAGE DISCOUNT TIRE & AUTO, INC.**

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TALLAHASSEE, FLORIDA

Article I. Name and initial Address.

The name of the Corporation is: **ADVANTAGE DISCOUNT TIRE & AUTO, INC.**
with its initial business address being: **2300 Kirkwood Ave.**
Naples, Florida ~~34105~~
34112

Article II. Duration.

The Corporation shall exist perpetually commencing on the date of execution and acknowledgement of these Articles.

Article III. Purpose.

This corporation is organized for the purpose of transacting any and all lawful business as determined by its Directors.

Article IV. Capital Stock.

This corporation is authorized to issue Ten Thousand (10000) shares of capital stock, initially valued at one and no/100 dollars (\$1.00) per share of common stock.

Article V. Rights of Shares of Capital Stock.

Section 1. Dividends

The corporate Directors may declare and pay dividends upon the common shares according to their discretion and valuations.

Section 2. Rights upon Liquidation

In the event of any dissolution or involuntary liquidation, dissolution, sale or other winding up of this Corporation, and after payment or satisfaction of all valid corporate debts, the remaining assets of the corporation shall be payable to and distributed ratably among the shareholders of record of common stock.

Section 3. Voting Rights

Except as otherwise provided at law, the entire voting power for the election of directors, designation of officers, determination of corporate policy and for any and all other acts and purposes of the corporation shall be vested exclusively in the holders of the outstanding common shares, at the rate of one vote per share.

Section 4. Issuance of Capital Stock

Upon majority vote of the shareholders, the Corporation is authorized to issue, dispose of, transfer and increase the issue of capital stock within its treasury or among its shareholders as provided herein and to annually determine the par value of all shares.

Article VI. Preemptive Rights

Every shareholder, upon the sale or issue of additional stock or other transaction affecting the allocation of shares, shall have the right to purchase his/her pro rata share thereof at all times, as nearly as may be done without issuance of fractional shares, at the price at which it is offered or issued to others.

Article VII. Designation of Registered Agent and Registered Office.

The initial Registered Agent of the Corporation shall be: **Hillary Brammer**
and the initial registered mailing address for such purposes shall be: ~~1990 49th St S.W.~~
~~Naples, Florida 34116~~ **9280 Mooring Cir.**
Fort Myers, FL 33912

Article VIII. Initial Board of Directors.

The Corporation shall have as many directors as shall be determined by majority vote of the shareholders or by the By-Laws, but not less than two. The names and addresses of the initial directors of the Corporation, with their initial pro-rata allocation of shares of common stock, are as follows:

PAMELA K. NAGY (10000 shares)
9280 Mooring Circle
Fort Myers, Florida 33912

ROBERT NAGY
9280 Mooring Circle
Fort Myers, Florida 33912. (0 shares)

Article IX. Incorporators.

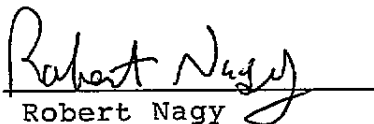
The name(s) and addresses of the person(s) establishing and signing these Articles in their capacity as incorporators of the Corporation are as follows:

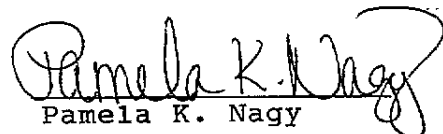
Robert Nagy	Pamela K. Nagy
9280 Mooring Circle	9280 Mooring Circle
Fort Myers, Florida 33912	Fort Myers, Florida 33912

Article X. Amendment.

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment thereto, by express majority vote of the shareholders.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation this 3rd day of April, 1998


Robert Nagy


Pamela K. Nagy

STATE OF FLORIDA
COUNTY OF COLLIER

Before me a Notary Public authorized to take acknowledgements in this state, personally appeared the above named Robert Nagy and Pamela K. Nagy who known to me or producing a Florida driver's license identifying same as the person(s) executing the foregoing, acknowledged that signing as a free act and deed in execution thereof, this day of , 1998.

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

I, HILLARY BRAMMER, designated Registered Agent for said corporation, ADVANTAGE DISCOUNT TIRE & AUTO, INC. acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent therefor.

Dated: March 31, 1998

Hillary Brammer
HILLARY BRAMMER
~~4990 49th St. S.W.~~
~~Naples, FL 34116~~
9280-Mooring Cir.
Ft. Myers FL 33912

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