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STOCKTON & STOCKTON
ATTORNEYS AND COUNSELORS AT LAW
112 W. ADAMS STREET - SUITE 1309
JACKSONVILLE, FL. 32202
(904) 355-3675

A.L. WALDO STOCKTON

WILLIAM T. STOCKTON, JR.
(1918-1985)

April 10, 1998

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

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RE: JOHNSON & SONS TIRE SERVICE, INC.
Jacksonville, Duval County, Florida

Enclosed is the Articles of Incorporation for the above named corporation, together with our check in the amount of \$131.25 to cover the cost of filing, including the filing fee, Resident Agent fee, and the fee for the certified copy of Articles.

We request that you return the certified copy of Articles to this office.

Thank you for your assistance in this matter.

Sincerely,


A. L. Waldo Stockton

Enclosures

FILED
98 APR 13 AM 8:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA



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**ARTICLES OF INCORPORATION
OF
JOHNSON & SONS TIRE SERVICE, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation by and under the provisions of the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and do hereby adopt, make, subscribe, certify, acknowledge and file the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be:

JOHNSON & SONS TIRE SERVICE, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted, and the objects and purposes of this corporation are:

a) To make, manufacture, purchase or otherwise acquire, and to sell, own, mortgage, pledge, assign, transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise and other personal property of every class and description whatsoever, and particularly relating to the tire industry.

b) To represent individuals, companies, corporations, and products, in promoting and marketing products of any kind, including products relating to the tire industry.

c) To buy, sell, manufacture, repair, alter and exchange, let

or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the businesses of this corporation or commonly supplied or dealt in by persons engaged in such businesses, or which may seem capable of being profitably dealt in connection with any of the said businesses.

d) To act in the capacity of distributor, wholesaler, retailer, jobber, broker or commission merchant in the handling of any goods, wares and related products or merchandise of any kind.

e) To own, buy, sell, lease, mortgage, maintain and otherwise acquire and dispose of its business premises and business houses and business equipment.

f) To conduct business in, have one or more offices in, and buy, manufacture, purchase, acquire, hold, 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, and to acquire, own, enjoy, possess, utilize and dispose of patents, copyrights, trademarks and any licenses, franchises or other rights or interest therein or thereunder in the State of Florida and in all other states and countries.

g) To lease devices and products, to license dealers and distributors, to grant franchises and to acquire franchises, to enter into lawful trade agreements, to establish fair retail prices and to all lawful acts and things in connection therewith.

h) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of

indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

i) To do any and all of the things herein set forth to the same extent as natural persons might do or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business powers or purposes named above or authorized under the laws of the State of Florida relating to proper corporations for profit.

In addition to the foregoing, this corporation shall have any and all powers under the laws of the State of Florida which may be enacted in the future.

The intention is that none of the purposes, objects, and powers as herein set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of the Article or any other Article; but that the separate purposes, objects and powers specified here shall be regarded as independent purposes, objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand shares (10,000) of common stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is One Thousand Dollars (\$1,000.00).

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually unless dissolved according to law.

ARTICLE VI - ADDRESS OF CORPORATION

The initial post office address of the principal office of this corporation in the State of Florida is:

5914 Buckley Drive
Jacksonville FL 32244

The Board of Directors may from time to time move the principal office to any other address within the State of Florida.

ARTICLE VII - DIRECTORS

The corporation shall have two (2) directors initially, the number of directors may be increased or decreased from time to time in accordance with the bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors and officers shall be:

John Wayne Johnson, Jr.
5914 Buckley Drive
Jacksonville FL 32244

President/Director

Laurie S. Johnson
5914 Buckley Drive
Jacksonville FL 32244

Secretary/Treasurer
Director

ARTICLE IX - SUBSCRIBERS

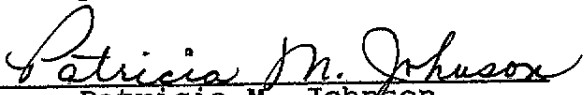
The names and post office addresses of the subscribers to

these Articles of Incorporation, the number of shares of stock they agree to take and the value of the consideration therefore are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
John Wayne Johnson, Jr.	5914 Buckley Drive Jacksonville FL 32244	500	\$500
Laurie S. Johnson	5914 Buckley Drive Jacksonville FL 32244	500	\$500

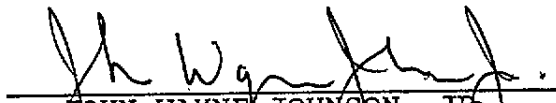
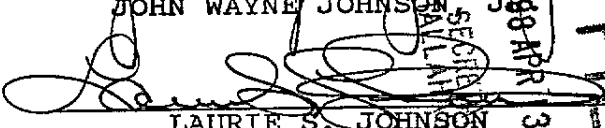
ARTICLE X - RESIDENT AGENT

This corporation appoints PATRICIA M. JOHNSON, 112 W. Adams Street, Suite 1309, Jacksonville FL 32202, as its resident agent whose acceptance hereof is represented by her signature hereto.


Patricia M. Johnson

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon.

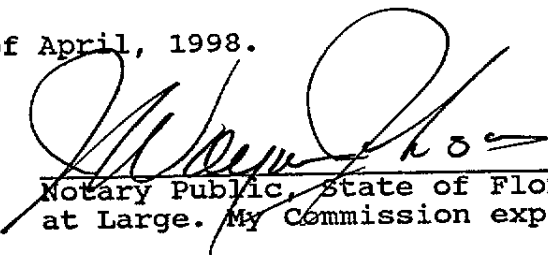

JOHN WAYNE JOHNSON, JR.

LAURIE S. JOHNSON
88 APR 13 AM 8:04
FILED
CLERK OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
 :
COUNTY OF DUVAL)

I hereby certify that on this day, before me, a notary public duly authorized in the state and county named above to take

acknowledgments, personally appeared JOHN WAYNE JOHNSON, JR. and LAURIE S. JOHNSON, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 9th day of April, 1998.


Notary Public, State of Florida
at Large. My Commission expires:

