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APRIL 17, 1998

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****122.50 ****122.50

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

Gentlemen:

Please accept and process my articles of incorporation as attached.

Enclosed is my check for \$122.50 to cover your processing fees.

Please address all correspondence to:

STEVE IVES
JUST TIRES & TIRE DISCOUNTER INC
1645 CLEARWATER LARGO ROAD
CLEARWATER FL 33756
813-585-9271

Thank you for your assistance in this matter.

Respectfully Submitted,

Steve Ives

STEVE IVES
JUST TIRES & TIRE DISCOUNTER INC
1645 CLEARWATER LARGO ROAD
CLEARWATER FL 34615

Encls.

FILED
98 MAY 14 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QW 5-15-98

ARTICLES OF INCORPORATION
of
JUST TIRES & TIRE DISCOUNTER INC

FILED
98 MAY 14 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is ----- JUST TIRES & TIRE DISCOUNTER INC
and whose principal office location is 1645 CLEARWATER LARGO ROAD
CLEARWATER FL 33756

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

WHOLESALE/RETAIL TIRE SALES and shall include the
transaction of any and all lawful business for which corporations may be
incorporated under State of Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock, having
a par value of \$1.00 per share.

The stock as foresaid shall be paid for in lawful money of the United
States, or in property, labor or services at a just valuation to be
fixed by the incorporators, or by the Board of Directors at a meeting
to be called for that special purpose.

All voting power of this corporation shall be vested in the common
stock above designated.

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this
corporation of the same kind, class or series as that which he or
she already holds, shall have the right to purchase his or her pro-
rata share thereof at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1645 CLEARWATER LARGO ROAD
CLEARWATER FL 33756
and the name of the initial registered agent of this corporation is: STEVE IVES

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

STEVE IVES
1645 CLEARWATER LARGO ROAD
CLEARWATER FL 33756

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

STEVE IVES
1645 CLEARWATER LARGO ROAD
CLEARWATER FL 33756

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ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed these

Articles of Incorporation, this 11 day of MAY, 19 98.

Steve Ives 5/11/98
STEVE IVES

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Steve Ives 5/11/98
STEVE IVES, Registered Agent

STATE OF FLORIDA

COUNTY OF

PAVILHAS

BEFORE ME, a Notary Public authorized to take acknowledgements
in the state and county set forth above, personally appeared,
STEVE IVES, known to me and by me to be the person who
executed the foregoing Articles of Incorporation, and acknowledged
before me, that they executed those Articles of Incorporation.

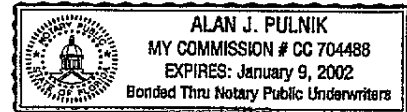
WITNESS MY HAND AND OFFICIAL SEAL, this 11 day of MAY,
1998.

I.D. Provided:

FL. Dr. Lic.


Notary Public

My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA