

Hanley & Hanley

Accountants

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P98000049297

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

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Re: CALLAGY TIRE & SERVICE CORPORATION.

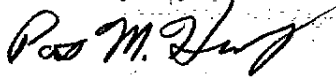
Ladies/ Gentlemen:

Enclosed please find Articles of Incorporation, together with one copy of same and a check in the amount of \$122.50. Please file the articles, issue and return to me a certified copy of same, together with Charter.

Should you have any questions or wish further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Yours very truly,



Patrick M. Hanley

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CALLAGY TIRE & SERVICE, CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is CALLAGY TIRE & SERVICE, CORPORATION.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSES

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7000 shares of \$1.00 value common stock, which shall be designated "Common Shares."

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind 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 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3485 Coquina Terrace, Palm Bay, FL 32905, and the name of the initial registered agent of this corporation is: Eugene M. Callagy.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

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

Eugene M. Callagy
3485 Coquina Terrace
Palm Bay, FL 32905, FL 32905

ARTICLE IX - INITIAL PRINCIPAL OFFICE

The street address of initial principal office is: 3485 Coquina Terrace, Palm Bay, FL 32905, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

ARTICLE X - INCORPORATOR

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

Eugene M. Callagy
3485 Coquina Terrace
Palm Bay, FL 32905, FL 32905

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII - SHAREHOLDER QUORM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

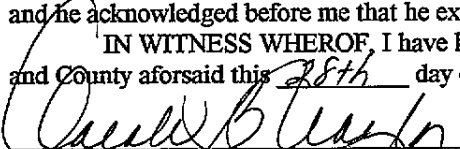
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of May, 1998


Eugene M. Callagy

STATE OF FLORIDA)
COUNTY OF BREVARD)


BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared EUGENE M. CALLAGY, known to me to be the person who executed the foregoing Articles of Incorporation and who produced FL DR LICENSE as identification, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 28th day of May, 1998.


Notary Public, State of Florida
My Commission Expires:



I EUGENE M. CALLAGY, hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for said corporation. By executing this document, I reaffirm that I agree to serve as Registered Agent.


Eugene M. Callagy
3485 Coquina Terrace
Palm Bay, FL 32905, FL 32905

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TALLAHASSEE, FLORIDA