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ACCOUNT NO. : 072100000032

REFERENCE: 897364 148904A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: July 20, 1998

ORDER TIME : 2:11 PM

ORDER NO. : 897364-005

CUSTOMER NO: 148904A

CUSTOMER: Mr. Dennis L. Reeber

Mr. Dennis L. Reeber REEBER & LIVIGNE ASSOCIATES,

2185 N. Powerline Road, S.w.

Pompano Beach, FL 33069-1206

DOMESTIC FILING

NAME:

E & S NEW AND USED TIRES, INC.

EFFECTIVE DATE:

WXX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

-07/20/98--01072 --013 ****122.50 ****122.50



ARTICLES of INCORPORATION

OF

E & S NEW AND USED TIRES, INC.

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

E & S NEW AND USED TIRES, INC.

The principal place of business of this corporation shall be 1531 Hammondville Road Pompano Beach, Florida 33069; and the mailing address shall be the same.

ARTICLE II. NATURE of BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$.10 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1531 Hammondville Road Pompano Beach, Florida 33069: and the initial registered agent of the corporation is Ellis Stanley.

ARTICLE V. TERM of EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its Board of Directors subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The name and street address of the initial members of the Board of Directors are:

Ellis Stanley, Director 1531 Hammondville Road Samuel Stanley, Director 1531 Hammondville Road Pompano Beach, Florida 33069

1531 Hammondville Road Pompano Beach, Florida 33069

Pompano Beach, Florida 33069

ARTICLE VII. INCORPORATOR

The name and street address of the incorporators to these Articles of Incorporation is:

Ellis Stanley, President 1531 Hammondville Road Pompano Beach, Florida 33069 Samuel Stanley, Vice President 1531 Hammondville Road Pompano Beach, Florida 33069

ARTICLE VIII. PRIVATE PROPERTY

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

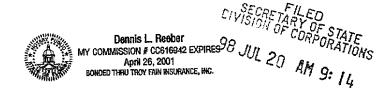
ARTICLE IX. INDEMNITY

This corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 16th day of July, 1998.

Ellis Stanley, President

STATE OF FLORIDA COUNTY OF BROWARD



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 Ellis Stanley Incorporator to me known to be the person described as subscriber in who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 16th of July, 1998.

NOTARY PUBLIC

ACCEPTANCE of REGISTERED AGENT DESIGNATED

IN ARTICLES of INCORPORATION

I HEREBY ACCEPT the appointment as the initial registered agent of E & S NEW AND USED TIRES INC. made in the foregoing Articles of Incorporation.

Ellis Stanley, President

DATE