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SYFRETT & DYKES

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July 22, 1998

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***122.50 ***122.50

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

EFFECTIVE DATE
7-21-98

**RE: ARTICLES OF INCORPORATION FOR C & M DISCOUNT TIRE AND
AUTOMOTIVE REPAIR, INC.**

Dear Sir or Madam:

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed please find a check made payable to the Secretary of State in the amount of \$122.50 for the required filing fee.

Thank you for your assistance in this matter. Please do not hesitate to contact this office at once if you have any questions or need any additional information.

Sincerely,

Lisa A. Beckner

Lisa A. Beckner, Assistant to:
Douglas B. Dykes, Esq.

DBD/lab
Enclosures

FILED
98 JUL 23 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

7-21-98

FILED

ARTICLES OF INCORPORATION

98 JUL 23 PM 12: 03

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C & M DISCOUNT TIRES AND AUTOMOTIVE REPAIR, INC.

Article I - Name

The name of this corporation is C & M DISCOUNT TIRES AND AUTOMOTIVE REPAIR, INC.

Article II - Address

The mailing address of the principal office of this corporation is 2717 EAST 5TH STREET, PANAMA CITY, FL 32401.

Article III - Duration

This corporation shall exist perpetually commencing on the date of the execution and acknowledgment of these Articles.

Article IV - Purpose

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

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

The consideration to be paid for each share shall be fixed by the Board of Directors.
Common stock of the corporation shall be issued as S-Corporation stock in accordance with a

plan or plans under the applicable provisions of the Tax Reform Act of 1986.

Article VI - Preferences, Limitations and
Relative Rights of Shares of Capital Stock

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 stock.

Article VII - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series 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 VIII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2717 EAST 5TH STREET, PANAMA CITY, FL 32401 and the name of the initial registered agent of this corporation at that address is CHARLES A. FLYNN, III.

Article IX - Initial Board of Directors and Officers

This corporation shall have 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. The name and address of the initial directors and officers of this corporation is as follows: CHARLES

A. FLYNN, III, President.

Article X - Incorporator

The name and address of the persons signing these Articles is: CHARLES A. FLYNN, III, 2717 EAST 5TH STREET, PANAMA CITY, FL 32401.

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 - Restrictions on Transfer of Stock

Shares of capital stock of this corporation shall be issued to the following persons and in the amounts set opposite their names: CHARLES A. FLYNN, III 1,000 SHARES.

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall further be specified by written agreement among all of the shareholders and this corporation.

Article XIII - Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such

votes on the same principal among any number of such candidates.

Article XIV - Calling of Special Meetings

Special meetings of shareholders may be called by a majority of the outstanding shares.

Article XV - Shareholder Quorum and Voting

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation duly called as provided by law.

Article XVI - Management of Corporation by Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Article XVII - Director Quorum and Voting

A majority of directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of all of the remaining directors, shall be the act of the Board of Directors.

Article XVIII - Meeting by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors

by means of conference telephone as provided by law.

Article XIX - Action by Directors Without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XX - Indemnification

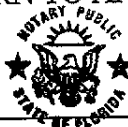
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Further, the corporation shall hold harmless and fully indemnify the officers and directors of the corporation for any liability incurred or assessed against them for the benefit of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of July, 1998.


CHARLES A. FLYNN III

STATE OF FLORIDA
COUNTY OF BAY

SWORN TO AND SUBSCRIBED before me this 21 day of July, 1998.



DOUGLAS B. DYKES
My Commission CC461127
Expires May 08, 1999
Bonded by NFNU
800-224-6306

Notary Public printed name

My commission expires: 5/8/99

Personally Known ☒

Type of Identification Produced _____


Notary Public signature

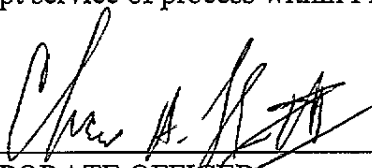
Notary Number: CC461127

Produced Identification _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that **C & M Discount Tires and Automotive Repair, Inc.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Panama City, State of Florida, has named CHARLES A. FLYNN, III, located at 2717 East 5th Street, Panama City, FL 32401 as its agent to accept service of process within Florida.

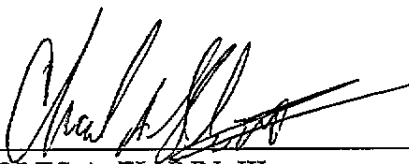


CORPORATE OFFICER

Title: President

Date 7/21/98

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



CHARLES A. FLYNN, III
REGISTERED AGENT
Date 7/21/98

FILED
98 JUL 23 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA