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P. 5

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TEXESX98 FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850) 385-6735
(850) 561-1025

FAX #:

NAME: TIRES 2000 II, INC. AUDIT NUMBER.....H98000020811 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TIRES 2000 II, INC.

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is

TIRES 2000 II, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:

2085 Aurora Road
Melbourne, Florida 32935

Prepared by:
Law Offices of Tracy Hauck, P.A.
525 East Strawbridge Avenue, Suite 5
Melbourne, Florida 32901
Fla. Bar No. 0091286
407-953-5400

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ARTICLE III

CAPITAL STOCK

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The maximum number of shares which this Corporation is authorized to issue is 1,000 shares, all of which shall be Common Stock, no par value. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be 2085 Aurora Road, Melbourne, Florida 32935, and the name of the initial registered agent for the Corporation at that address shall be Dave Barnard.

ARTICLE V

TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI

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 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.

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ARTICLE VII

DIRECTORS

This Corporation shall have one director, initially. The name and street address of the initial director is:

Dave Barnard
2085 Aurora Road
Melbourne, Florida 32935

ARTICLE VIII

OFFICERS

The name and address of the initial officer of the Corporation who shall hold office for the first year of the corporate life, or until his successors are elected or appointed are:

Dave Barnard
(President / Secretary)
2085 Aurora Road
Melbourne, Florida 32935

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

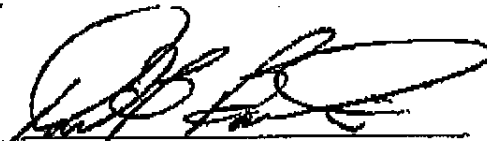
Name

Address

Dave Barnard

2085 Aurora Road
Melbourne, Florida 32935

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31 day of October, 1998.


DAVE BARNARD

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NOV- 9-98 MON 9:12 AM

P. 9

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process **TIRES 2000 II, INC.**, at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: October 31, 1998.


DAVE BARNARD

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