

HAROLD F. PEEK, JR.

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

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*****70.00 *****70.00

Dear Sir/Madam:

Attached is an original and copy of the Articles of Incorporation for Blythe Tire Company, Inc. and a check in the amount of \$70.00 for the filing fee. Please send me a stamped copy for mine and my client's records. If I can assist you any further, please do not hesitate to contact me. Thank you.

Sincerely Yours,

A handwritten signature in cursive script, appearing to read "Harold F. Peek, Jr.".

Harold F. Peek, Jr.
HFP/gmh
Enclosures
cc: Client

FILED
99 OCT -4 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

BLYTHE TIRE COMPANY, INC.

The undersigned, for the purpose of forming a Corporation under the Florida Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation BLYTHE TIRE COMPANY, INC.

ARTICLE II - DURATION

The duration of the corporation is for an indefinite period of time (i.e. perpetual)

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are:

1. To engage in the business of retail sales and service of tires and motor vehicle repair.
2. To transact any other lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can in the opinion of the Board of Directors or the Corporation be advantageously carried on in the connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCKS

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share, which such stock shall have the entire voting power of the Corporation. Stock shall be issued under Section § 1244 of the Internal Revenue Code.

**ARTICLE V - PRINCIPLE OFFICE AND MAILING ADDRESS
INITIAL REGISTERED OFFICE & AGENT**

The address of the initial registered office of this Corporation is 4613 Highway 20 E., Niceville, Florida 32578. The initial registered agent shall be **TERRENCE N. BLYTHE**, 4613 Highway 20 E., Niceville, Florida 32578. The principal office and mailing address of the Corporation shall be, 4613 Highway 20 E., Niceville, Florida 32578.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one(1). The name and address of each person who is to serve as a member of the Initial Board of Directors is:

Terrence N. Blythe	4613 Highway 20 E. Niceville, Florida 32578
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ARTICLE VII - INCORPORATORS

Name and Address of each Incorporator is:

Terrence N. Blythe	4613 Highway 20 E. Niceville, Florida 32578
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ARTICLE VIII - 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 IX - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for such 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others, in such a manner that he will own the same percentage interest of the Corporation after the new offering as he had before the stock issuance.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors.

ARTICLE XI - STOCK ISSUANCE

Share of capital stock of this Corporation shall be issued initially to the following persons and in the amount set opposite their name:

Terrence N. Blythe

100 Shares

ARTICLE XII - CALLING OF SPECIAL MEETINGS

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

ARTICLE XIII - SHAREHOLDERS QUORUM & VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in one person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of at least 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 XIV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XV - SHAREHOLDERS MEETING REQUIRED

Any section 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 - POWERS

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

IN WITNESS WHEREOF, WE, the undersigned, being the original subscribers to the capital stock hereinbefore named, have hereunto set our hands and seals this 30th day of September, 1999, for the purpose of forming this Corporation to do business both within and without the State of Florida, do make and file in the office of the Secretary of State, these Articles of Incorporation and certify that the facts herein stated are true.

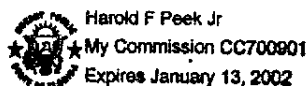
Terrence N. Blythe
TERRENCE N. BLYTHE

STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, personally appeared, TERRENCE N. BLYTHE, who is personally known to me, or who has produced n/a (personally known to me) as identification, and upon **his** oath acknowledged that **he** executed the foregoing Articles of Incorporation for the purposes set forth therein on the 30th day of September, 1999.

Harold F. Peek Jr.
NOTARY PUBLIC, State of Florida
My Commission Expires:



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

In pursuance to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act,

That BLYTHE TIRE COMPANY, ^{INC.} desiring to organize under the laws of the
State of Florida, with its principle office as indicated in the Articles of
Incorporation at the City of Fort Walton Beach, County of Okaloosa, State of
Florida, has named Terrence N. Blythe, of 4613 Highway 20 E., Niceville,
Florida 32578, as the agent for Service of Process within the State of Florida.
Having been named to accept Service of Process for the above stated
Corporation, at the place designated in this Certificate, I hereby accept to act in
this capacity and agree to comply with the provisions of said Act relative to
keeping open said office.

By: *Terrence N. Blythe*
TERRENCE N. BLYTHE

FILED
99 OCT -4 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA