

LAW OFFICE
SOL H. PROCTOR
1015 BLACKSTONE BUILDING
JACKSONVILLE, FLORIDA 32202

P9900009/59/

TELEPHONE 632-2304
AREA CODE 904
FAX (904) 354-7420

October 13, 1999

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-10/14/99--01055--006
*****70.00 *****70.00

Secretary of State
The Capitol
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Sir/Madame:

Enclosed are the original Articles of Incorporation for **BARRON'S TIRE SERVICE, INC.**

Also enclosed is a check in the amount of \$70.00 to cover the cost for the incorporation.

Yours truly,



Sol H. Proctor

SHP/akj
enclosure

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99 OCT 14 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS/10/19/99

ARTICLES OF INCORPORATION

OF

BARRON'S TIRE SERVICE, INC.

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is BARRON'S TIRE SERVICES, INC.

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is to engage in any active business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of Seventy-five Dollars (\$75.00).

ARTICLE IV

TERM OF EXISTENCE: This corporation is to exist perpetually.

ARTICLE V

REGISTERED OFFICE AND AGENT: The principal office and mailing address of the corporation and that of the registered agent are the same and is as follows:

Sol H. Proctor, Esquire
233 East Bay Street
1015 Suite
Jacksonville, Florida 32202

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

ARTICLE VI

DIRECTORS: The corporation will have not more than three

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directors. The number of directors may be diminished from time to time by the by-laws adopted by the stockholders, but shall never be more than five.

ARTICLE VII

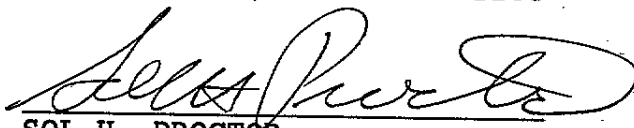
INITIAL DIRECTOR: The name and address of the initial director of this corporation is:

Sol H. Proctor, Esquire
233 East Bay Street
Suite 1015
Jacksonville, Florida 32202

ARTICLE VIII

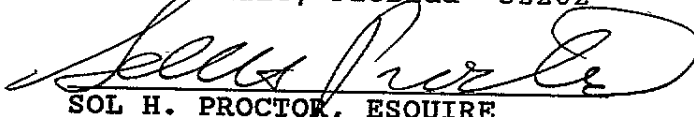
INCORPORATOR: The name and post office address of the person signing these Articles of Incorporation as an incorporator is:

Sol H. Proctor, Esquire
233 East Bay Street
Suite 1015
Jacksonville, Florida 32208


SOL H. PROCTOR
INCORPORATOR

I accept the designation of registered agent.

Sol H. Proctor, Esquire
233 East Bay Street
Suite 1015
Jacksonville, Florida 32202

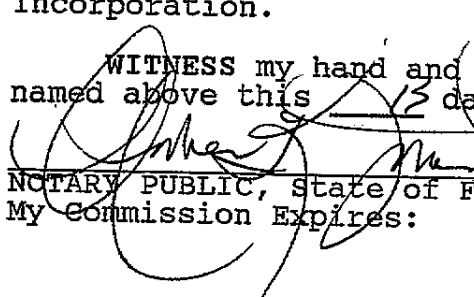

SOL H. PROCTOR, ESQUIRE
REGISTERED AGENT

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, appeared SOL H. PROCTOR, who presented Personal ID (as identification), who is the incorporator in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 13 day of October, 1999.


NOTARY PUBLIC, State of Florida
My Commission Expires:

Member Kelly Jones
My Commission CC815214
Expires April 10, 2003