

ARTICLES OF INCORPORATIONOFJ & L MCGAHA, INC.

The undersigned, being over the age of twenty-one (21) years, acting as incorporator of a Corporation under Alabama Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the Corporation is: J & L MCGAHA, INC.

SECOND: (a) The aggregate number of shares which the corporation shall have authority to issue is One-Thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) per share.

(b) All issued and outstanding shares shall have the same preferences and relative rights, including, without limitation, (i) unlimited voting rights for all purposes at the rate of one (1) vote per share; and (ii) the right to receive the net assets of the corporation upon dissolution.

THIRD: The address of the initial registered office of the corporation is 5455 Highway 280 South, Birmingham, AL 35242, and the name of its initial registered agent at such address is Leisa McGaha.

FOURTH: The name and address of the incorporators are:

<u>Name</u>	<u>Address</u>
Leisa McGaha	330 Sand Lake Drive Leeds, AL 35094
Jerry McGaha	330 Sand Lake Drive Leeds, AL 35094

FIFTH: The names and addressees of the persons who are to serve as initial directors are:

<u>Name</u>	<u>Address</u>
Leisa McGaha	330 Sand Lake Drive Leeds, AL 35094
Jerry McGaha	330 Sand Lake Drive Leeds, AL 35094

SIXTH: The purposes for which the Corporation is organized are as follows:

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(a) To engage in the buying and selling at wholesale or retail of new and used automobile tires of all kinds and descriptions and the conducting of the general business of repairing automobiles, automobile tires of all kinds and descriptions and such other and further objects as may be necessary and incidental to the carrying on of such business, including the buying and owning of the necessary tools and equipment for the business;

(b) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;

(c) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;

(d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(f) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(g) To transact any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

SEVENTH: No shareholder of the corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares of stock, or other securities convertible into stock, of the corporation which it may issue, or sell, whether out of the number of shares thereof now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares of stock or other securities may be

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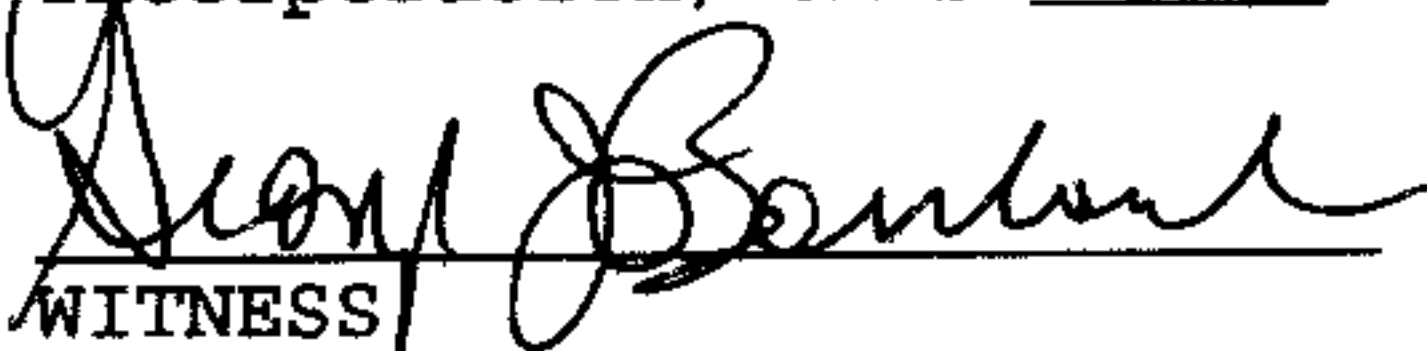
issued or disposed of by the board of directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

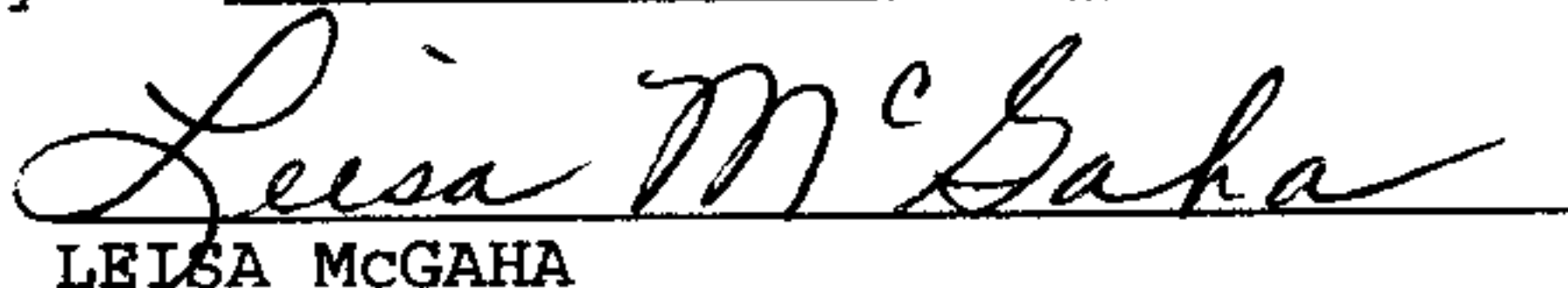
EIGHTH: A director of the corporation shall have no liability to the corporation or its shareholders for money damages for any action taken, or any failure to take any actin, as a director except liability for (A) the amount of financial benefit received by the director to which he or she is not entitled; (B) an intentional infliction of harm on the corporation or shareholders; (C) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act; (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the corporation or its shareholders.

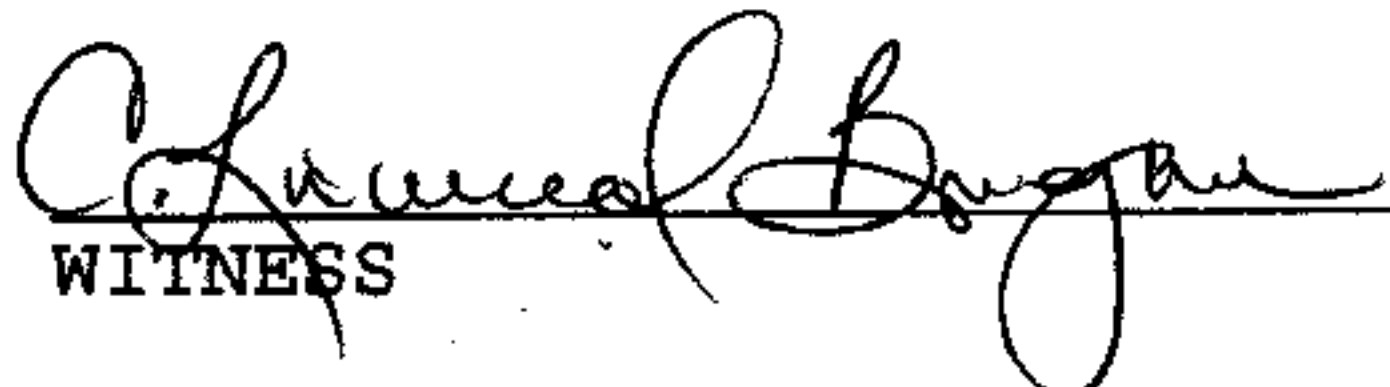
NINTH: The period of the corporation's duration is perpetual.

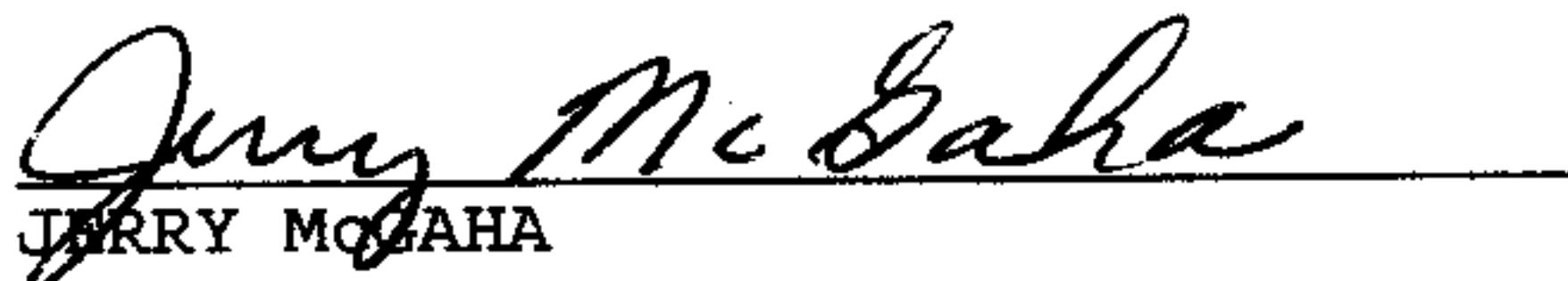
TENTH: The Board of Directors of the corporation is expressly authorized to alter, amend, or repeal the By-laws; but the By-laws so altered, amended or repealed by the Board of Directors may be altered, amended or repealed by the shareholders at any annual meeting or at any special meeting for which notice of such alteration, amendment or repeal by the shareholders is given. (Since this is set out in the Act);; and provided, that only the shareholders may approve any By-law amendment that increases or decreases by more than thirty (30) percent the number of directors of the corporation.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures to these Articles of Incorporation, this 13~~th~~ day of Oct, 1995.


WITNESS


LEISA MCGAHA


WITNESS


JERRY MCGAHA

This Instrument was prepared by:

George J. Bouloukos
BOULOUKOS & OGLESBY
1675 Financial Center
Birmingham, AL 35203
(205) 322-1641

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

J & L McGaha, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of George Bouloukos, 505 20th Street Ste 1675, Birmingham, AL 35203 for a period of one hundred twenty days beginning September 26, 1995 and expiring January 25, 1996.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

September 26, 1995

Date

Jim Bennett

Secretary of State

Inst # 1995-27657

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