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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ALL 4 WHEELS, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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  Certified Copy  
 Mail out   
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  Photocopy   
  Certificate of Status

FILED  
 99 AUG -5 PM 12:59  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA  
 RECEIVED  
 99 AUG -5 AM 11:54  
 DEPT. OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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*599A-39750*

Examiner's Initials

Date AUGUST 4, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

Re ALL 4 WHEELS, INC., Inc.  
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

\_\_\_\_\_  
(individual's name)

ALL 4 WHEELS, INC.

(name of corporation)

MAILING ADDRESS OF CORPORATION		
13711 S.W. 37 TERRACE		
MIAMI, FLORIDA 33175		
PHONE		
( 305 )	227-3178	
Area Code	Phone Number	Ext.

ARTICLES OF INCORPORATION

of  
ALL 4 WHEELS, INC.

(name of corporation)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber(s) to these Articles of incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

ALL 4 WHEELS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares ( 500 ) of ONE Dollar(s) (\$ 1.00 ) par. value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	YANIN A. RICO				
ADDRESS	13711 S.W. 37 TERRACE				
CITY	MIAMI	STATE	FLORIDA	ZIP	33175

The principal office, if known, or the mailing address of the corporation is:

NAME	ALL 4 WHEELS, INC.				
ADDRESS	13711 S.W. 37 TERRACE				
CITY	MIAMI	STATE	FLORIDA	ZIP	33175

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE ( 1 ) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

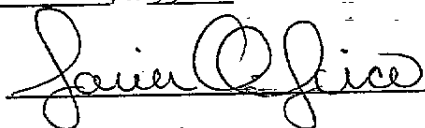
NAME	YANIN A. RICO	PRESIDENT
ADDRESS	13711 S.W. 37 TERRACE	
CITY	MIAMI	STATE FLORIDA ZIP 33175
NAME		
ADDRESS		
CITY	STATE	ZIP
NAME		
ADDRESS		
CITY	STATE	ZIP

**Article VII - INCORPORATORS**

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

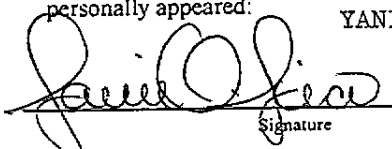
NAME	YANIN A. RICO		
ADDRESS	13711 S.W. 37 TERRACE		
CITY	MIAMI	STATE	FLORIDA ZIP 33175
NAME			
ADDRESS			
CITY		STATE	
NAME			
ADDRESS			
CITY		STATE	

IN WITNESS WHEREOF, the undersigned subscriber (s) have executed these Articles of Incorporation this 4 day of AUGUST, 1999

  
 \_\_\_\_\_ (Seal)  
 \_\_\_\_\_ (Seal)  
 \_\_\_\_\_ (Seal)

STATE OF FLORIDA )  
 ) SS  
 COUNTY OF MIAMI-DADE )

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared: YANIN A. RICO

 Signature	<u>FL DL#R200-961-76-907-0</u> Form of Identification
_____ Signature	_____ Form of Identification
_____ Signature	_____ Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that SHE executed these articles of Incorporation, that I relied upon the form \_\_\_\_\_ of identification of the above named person \_\_\_\_\_ as indicated opposite each name, and that an oath was not taken.

NOTARY RUBBER STAMP SEAL

Witness my hand and official seal in the County and State last aforesaid this  
4 day of AUGUST 1999

\_\_\_\_\_  
Notary Signature

\_\_\_\_\_  
Printed Notary Signature

**CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT  
OF**

ALL 4 WHEELS, INC.

*(name of corporation)*

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation  
at 13711 S.W. 37 TERRACE

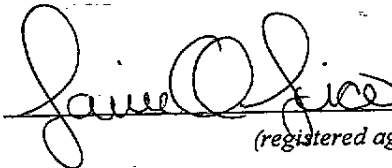
MIAMI, FLORIDA 33175

has named YANIN A. RICO

located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

**ACKNOWLEDGEMENT**

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

  
*(registered agent)*

99 AUG -5 PM 12: 59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**