

P96000101178

TRANSMITTAL LETTER

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

SUBJECT: XTREME WHEELZ, INCORPORATED
(Proposed corporate name - must include suffix)

100002027551--6
-12/12/96--01079--016
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: RAFAEL SUAREZ JR.
Name (Printed or typed)

3721 S.W. 127 AVE
Address

MIAMI FLORIDA 33175
City, State & Zip

(305) 406-2868
Daytime Telephone number

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 DEC 12 PM 1:24

Rafael Suarez
GAVE
AUTHORIZATION BY PHONE TO
CORRECT B.A. Address
DATE 12/11/96
DOC. EXAM. *of*

NOTE: Please provide the original and one copy of the articles.

of 12/11/96

**CERTIFICATE OF INCORPORATION
OF
XTREME WHEELZ, INCORPORATED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 12 PM 1:24

WE THE UNDERSIGNED, DO HEREBY ASSOCIATE OURSELVES TOGETHER AND
SUBSCRIBE THIS CERTIFICATE FOR THE PURPOSE OF FORMING A CORPORATION
UNDER THE LAWS OF THE STATE OF FLORIDA, AND SUBJECT TO THE FOLLOWING
PROVISIONS:

ARTICLE ONE

THE NAME OF THE CORPORATION SHALL BE:

XTREME WHEELZ, INCORPORATED

ARTICLE TWO

THE PURPOSE FOR WHICH IT IS FORMED ARE:

- 1.- TO ENGAGE IN THE BUSINESS OF FOREIGN TRADE, IMPORT, EXPORT, RETAIL AND
WHOLESALE TRADE.
- 2.- TO BORROW AND LEND MONEY AND NEGOTIATE LOANS TO DRAW, ACCEPT AND
ENDORSE PROMISSORY NOTES, BONDS, STOCKS AND OTHER SECURITIES.
- 3.- TO ACQUIRE BY PURCHASE OR LEASE, TO OWN, HOLD, SELL OR MORTGAGE BOTH
IMPROVED AND UNIMPROVED REAL STATE WHEREVER LOCATED.
- 4.- THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED
UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE THREE

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS
SHALL BE LESS THAN ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE FOUR

THE TOTAL NUMBER OF SHARES OF STOCK THAT MAY BE ISSUED BY THE CORPORATION IS ONE HUNDRED (100), ALL OF WHICH BE WITHOUT PAR VALUE. ALL OF THE STOCK OF THIS CORPORATION WHEN ISSUED SHALL BE FULLY PAID AND NONASSESSABLE. ALL OF STOCK SHALL BE PAYABLE IN CASH, PROPERTY OR SERVICES AT JUST.

ANY PROPERTY OR SERVICES MAY BE PURCHASE OR PAID FOR WITH THE CAPITAL STOCK OF THIS CORPORATION AT A JUST VALUATION , LIKEWISE TO BE FIXED BY THE BOARD OF DIRECTORS. THE DIRECTORS MAY ISSUE AND MAY SELL THE AUTHORIZED SHARES OF CAPITAL STOCK OF THE CORPORATION AT ANY TIME FOR SUCH CONSIDERATIONS AND TERMS AS THE BOARD OF DIRECTORS DETERMINE.

ARTICLE FIVE

THE EXISTENCE OF THIS CORPORATION SHALL BE PERPETUAL.

ARTICLE SIX

THE BOARD OF DIRECTORS SHALL CONSIST OF (1) ONE PERSON AND NO MORE THAN (5) FIVE PERSONS.

ARTICLE SEVEN

THE NAMES AND ADDRESSES OF THE FIRST BOARD OF DIRECTORS WHO, SUBJECT TO THE PROVISIONS OF THE CERTIFICATE OF INCORPORATION, THE BY-LAWS AND THE STATUTES OF THE STATE OF FLORIDA SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE OR UNTIL THEIR SUCCESSORS ARE ELECTED AND WILL HAVE QUALIFIED, ARE AS FOLLOWS:

RAFAEL SUAREZ JR. 3721 S.W. 127TH AVENUE MIAMI, FL 33175

HAROLD TORO 11415 S.W. 41ST STREET MIAMI, FL 33165

ARTICLE EIGHT

THE NAME(S) AND ADDRESS(ES) OF THE INCOPORATOR(S) TO THESE ARTICLES OF INCORPORATION IS(ARE):

RAFAEL SUAREZ JR. 3721 SW 127TH AVENUE MIAMI, FL 33175

HAROLD TORO 11415 S.W. 41ST STREET MIAMI, FL 33165

ARTICLE NINE

THE NAMES AND ADDRESSES OF EACH OF THE SUBSCRIBERS TO THIS CERTIFICATE OF INCORPORATION AND THE NUMBER OF THE SHARES OF STOCK WHICH EACH SUBSCRIBER AGREES TO TAKE ARE AS FOLLOWS:

RAFAEL SUAREZ JR. 3721 S.W. 127TH AVENUE MIAMI, FL 33175 (20 shares)

HAROLD TORO 11415 S.W. 41ST STREET MIAMI, FL 33165 (20 shares)

NO PAR VALUE

ARTICLE TEN

THIS CORPORATION SHALL HAVE FULL POWER TO CARRY AN AND TRANSACT EACH AND ALL OF THE BUSINESS ENUMERATED IN ARTICLE TWO OF THIS CERTIFICATE AND SHALL ALSO HAVE ALL POWERS HEREAFTER CONFERRED BY LAW.

ARTICLE ELEVEN

UPON ELECTION OF THE BOARD OF DIRECTORS BY THE STOCKHOLDERS, SUCH BOARDS OF DIRECTORS SHALL MANAGE THE BUSINESS AND AFFAIRS OF THIS CORPORATION WITHOUT THE NECESSITY OF FURTHER AUTHORITY FROM THE STOCKHOLDERS. ANY ACTION OF SUCH BOARD OF DIRECTORS MAY BE RESCINDED, OR ANY DIRECTOR OR OFFICER REMOVED FROM OFFICE, ONLY UPON VOTE OF STOCKHOLDERS HOLDING A MAJORITY OF THE STOCK OF THE CORPORATION WHICH MAY AT SUCH TIME BE ACTUALLY ISSUED, UNLESS OTHERWISE PROVIDED BY THE BY-LAWS OF THE BOARD OF DIRECTORS.

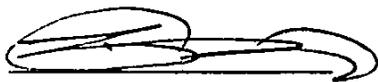
ARTICLE TWELVE

THE PRINCIPAL OFFICE OF THIS CORPORATION SHALL BE LOCATED AT:

7912 NW 66TH STREET MIAMI, FL 33166, DADE COUNTY, FLORIDA

BUT OTHER OFFICES FOR THE TRANSACTION OF BUSINESS MAY BE LOCATED WHEREVER THE DIRECTORS MAY DEEM NECESSARY.

THE UNDERSIGNED INCORPORATOR(S) HAS(HAVE) EXECUTED THESE ARTICLES OF
INCORPORATION THIS 5TH DAY OF DECEMBER, 1996



RAFAEL SUAREZ JR.

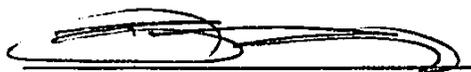


HAROLD TORO

RESIDENT AGENT

THE NAME AND STREET ADDRESS OF THE INITIAL RESIDENT AGENT OF THIS
CORPORATION IS:

RAFAEL SUAREZ JR. 7912 NW 66 STREET MIAMI, FL 33166



RAFAEL SUAREZ JR.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: XTREME WHEELZ, INCORPORATED

2. The name and address of the registered agent and office is:

RAFAEL SUAREZ JR.
(NAME)

7912 N.W. 66 STREET
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

MIAMI FLORIDA 33166
(CITY/STATE/ZIP)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 12 PM 1:24

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


(SIGNATURE)

12/05/96
(DATE)