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RAFAEL E. PADIERNE, ESQUIRE
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Miami, Florida 33145-1523
Telephone: 305/461-4440 E-mail: rpadierne@compuserve.com

July 20, 2001

Secretary of State
Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re; TIRE MASTERS INTERNATIONAL, L.L.C.

Dear Secretary;

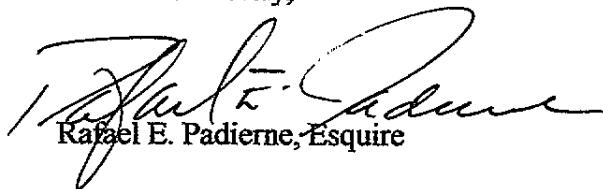
L01-12292

Enclosed please find articles of organization, designation of registered agent and affidavit for the above referenced limited liability company. Also enclosed is our trust account check in the amount of \$125.00 to cover the filing fees for the above.

Please return all documents to our post office address as it appears in this cover letter.

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****125.00 ****125.00

Sincerely,


Rafael E. Padierne, Esquire

SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 JUL 23 AM 9:35

FILED

WLT/26

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**ARTICLES OF ORGANIZATION
OF
TIRE MASTERS INTERNATIONAL, L.L.C.**

ARTICLE I-NAME

The name of the limited liability company is "TIRE MASTERS INTERNATIONAL, L.L.C."

ARTICLE II-ADDRESS

The mailing address and street address of the principal office of the limited liability company is: 7249 North West 33rd Street, Miami, Florida 33122.

ARTICLE III-INITIAL REGISTERED AGENT

The name and street address of the initial registered agent for service of process in the State of Florida for the limited liability company is: Luis J. Ramirez, 7249 North West 33rd Street, Miami, Florida 33122.

ARTICLE IV-PURPOSE

This company is organized for the purpose of transacting any and all lawful business for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, as it now exists or as may hereafter be amended.

ARTICLE V-DURATION

The limited liability company shall have a duration of thirty (30) years from the date of filing of these Article of Organization with the Secretary of State of the State of Florida, unless the company is earlier dissolved in accordance with either the provisions of the Operating Agreement or the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

ARTICLE VI-MANAGEMENT

The business and affairs of the limited liability company shall be managed by a manager or managers in accordance with the terms of the Operating Agreement. and the name and address of the initial manager is: CARLOS M. AGUDELO, 7249 North West 33rd Street, Miami, Florida 33122.

ARTICLE VII-ADMISSION OF ADDITIONAL MEMBERS

The admission of additional members to the limited liability company shall be in accordance with the provisions and requirements of the Operating Agreement.

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JUL 23 AM 9:05
SECRETARY OF STATE
FLORIDA

**ARTICLES OF ORGANIZATION
OF
TIRE MASTERS INTERNATIONAL, L.L.C.**

ARTICLE VII-MEMBERS AND CONTRIBUTIONS

The initial members and the total amount of cash and other property being contributed by each member of this limited liability company are as follows:

<u>NAME OF MEMBER</u>	<u>CONTRIBUTION</u>	<u>OWNERSHIP</u>
AUTOFAX, S.A.	\$142,000.00	71%
LUIS J. RAMIREZ	\$ 58,000.00	29%

IN WITNESS WHEREOF, the undersigned member or authorized representative of the member have executed these Articles of Organization on this 20th day of July, 2001.

Carlos M. Agudelo
AUTOFAX, S.A., by its authorized
representative, Carlos M. Agudelo

LUIS J. RAMIREZ

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01 JUL 23 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
 SS
COUNTY OF MIAMI-DADE)

The foregoing Articles of Organization of Tire Masters International, L.L.C., was acknowledged before me this 20th day of July, 2001 by Carlos M. Agudelo on behalf of AUTOFAX, S.A., its authorized representative, who produced Republic of Colombia passport # 79375495 as identification, and by Luis J. Ramirez, who is personally known to me, and who did take an oath.

IN WITNESS WHEREOF, I have set my hand and official seal on this 20th day of July, 2001.

Rafael E. Padierne
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



RAFAEL E. PADIERNE
My Comm Exp. 9/12/2003
Bonded By Service Ins
No. CC676773
[] Personality Known [] Other I.D.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA
STATUTES THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: "TIRE MASTER
INTERNATIONAL, L.L.C".
2. The name and the Florida street address of the registered agent is:

LUIS J. RAMIREZ
7249 NORTH WEST
MIAMI, FLORIDA 33122

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process on behalf of
TIRE MASTER INTERNATIONAL, L.L.C., at 7249 North West 33rd Street, Miami,
Florida 33122 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; I
am familiar with and accept the obligations of my position as registered agent as
provided for in Chapter 608, Florida Statutes.

Dated: July 20th, 2001



LUIS J. RAMIREZ

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01 JUL 23 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA