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AUGUST & KULUNAS, P.A.

ATTORNEYS AT LAW

ONE CLEARLAKE CENTRE  
250 AUSTRALIAN AVENUE SOUTH

SUITE 1100

WEST PALM BEACH, FLORIDA 33401

(561) 835-9600

FAX (561) 835-9602

JERALD DAVID AUGUST

JOSEPH J. KULUNAS

ADI RAPPOPORT

93 FEB 19 PM 1:24

STATE OF FLORIDA  
DIVISION OF CORPORATIONS

JAMES J. FREELAND  
OF COUNSEL

00789-01117-00524-00671  
Principal Address Art. II

February 18, 1999

200002780912--6

-02/19/99-01072--008

\*\*\*\*337.50 \*\*\*\*337.50

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

W99-4675

Re: International Tire Trading LLC

To whom it may concern:

I wish to form a Florida limited liability company with the above referenced name. Attached please find:

- (1) the Articles of Organization for International Tire Trading LLC;
- (2) an affidavit regarding the capital contributions made to International Tire Trading LLC;
- (3) a certificate of designation of the registered agent for International Tire Trading LLC;
- (4) a check in the amount of \$337.50 (\$250.00 filing fee, \$35.00 designation of registered agent and \$52.50 for furnishing a certified copy).

Please fax me an acknowledgment that the LLC has been formed, as soon as possible.

Adi Rappoport GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Article II - Address  
DATE 2/25/99  
DOC. EXAM MBH

Sincerely,

Adi Rappoport

AR/kjd  
Enclosures

cc: Andre Voiron  
Jerald David August

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verityer	

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 24, 1999

ADI RAPPOPORT  
AUGUST & KULUNAS, P.A.  
250 AUSTRALIAN AVENUE SOUTH, STE 1100  
WEST PALM BEACH, FL 33401

SUBJECT: INTERNATIONAL TIRE TRADING LLC  
Ref. Number: W99000004675

We have received your document for INTERNATIONAL TIRE TRADING LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

In Article II, the first address listed should be titled The "principal" office address, rather than the "registered" office, because the Registered Agent and his address are listed in the second sentence of Article II.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 599A00008620

**ARTICLES OF ORGANIZATION  
OF  
INTERNATIONAL TIRE TRADING LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

RECEIVED  
DIVISION OF REVENUE  
59 FEB 19 PM 1:24

**ARTICLE I  
NAME**

The name of this limited liability company is and shall continue to be INTERNATIONAL TIRE TRADING LLC, referred to in these Articles of Organization as the "Company."

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The principal address of the Company is 250 Australian Avenue, Suite 1100, West Palm Beach, Florida 33401. The Company's registered agent is Adi Rappoport, whose office is located at One Clearlake Centre, Suite 1100, 250 Australian Avenue South, West Palm Beach, Florida 33401. The mailing address shall be the same as the principal address listed above.

**ARTICLE III  
DURATION**

The term of existence of this Company commenced upon the filing of the Articles of Organization with the Florida Department of State, and this Company shall exist perpetually thereafter unless sooner dissolved according to these Articles of Organization or by law.

**ARTICLE IV  
ORGANIZER**

The organizer of the Company is Andre Voiron, a natural person at least eighteen (18) years old.

**ARTICLE V  
PURPOSE AND POWERS**

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

The Company shall have the following powers:

1. To engage in any lawful business purpose and to own, lease and/or operate offices for that purpose.

2. To own real and personal property, to enter into contracts and agreements necessary or appropriate in the pursuit of such lawful business.
3. To do everything necessary, proper or convenient for the accomplishment of the purpose set forth herein, and to do every other act incidental thereto such is not forbidden under the law of the State of Florida or by the provisions of these Articles of Organization.

## **ARTICLE VI MANAGEMENT BY MEMBERS**

### **Section 6.01 Management by Sole Member**

The Company will be managed by its sole member, Andre Voiron.

### **Section 6.02 Operational Authority of Sole Member**

- (a) **Means of Decision Making.** Andre Voiron has the sole authority to manage the Company and is authorized to make any contracts, enter into any transaction, and make and obtain any commitments on behalf of the company to conduct or further the Company's business.
- (b) **Delegation of Managerial Authority.** Andre Voiron may delegate to an employee of the Company any management responsibility or authority.

### **Section 6.03 Nonliability and Indemnification of Members for Acts or Omissions in Their Managerial Capacity**

- (a) **Exculpation.** Except as otherwise expressly provided by the Act or herein, no Member shall be liable, responsible or accountable in damages or otherwise to the Company, or to any Member for any acts or omissions performed or omitted in good faith and in a manner reasonably believed by the member to be within the scope of the authority conferred upon him and in the best interests of the company.
- (b) **Indemnification.** The Company shall indemnify and hold harmless the Members from and against any loss, expense, damage or injury suffered or sustained by him or it by reason of any acts or omissions or alleged acts or omissions arising out of his or its activities on behalf of the Company or in furtherance of the interests of the Company, including, but not limited to, any judgment, award, settlement, reasonable attorney's fees and other costs or expenses incurred in connection with the defense of any actual or threatened action, proceeding or claim is based were performed or omitted in good faith and in a manner reasonably believed by the Member to be within the scope of the authority conferred upon him by and in the best interests of the Company. Such indemnification shall be made only to the extent of assets of the Company.

**ARTICLE VII  
IDENTIFICATION OF MANAGING MEMBER**

The name and address of the sole member of the Company is:

Andre Voiron  
250 Australian Avenue, Suite 1100  
West Palm Beach, Florida 33401


**ARTICLE VIII  
ADMISSION OF NEW MEMBERS**

The Company may admit additional members only upon the written consent of all the existing members. Any new member which is approved by the existing members as set forth herein shall become a member of the Company upon the payment of a contribution of capital to the Company as established by the existing members and upon such new member's agreement to comply with these Articles of Organization, Regulations (as defined under the Florida Limited Liability Act), and such other documents, statutes, rules, regulations, or guidelines as the members may from time to time determine in their sole discretion.

**ARTICLE IX  
DISSOLUTION**

The Company shall be dissolved upon the death, bankruptcy, retirement, resignation, expulsion, or dissolution of a member, unless the Company has at least one remaining member and such remaining member or members unanimously consent in writing to continue the business of the Company within sixty (60) days of the occurrence of the above specified events.

Executed this 18 day of February, 1999.

  
\_\_\_\_\_  
Adi Rappoport  
Authorized Representative of the Organizer  
Florida Bar Member 0116947  
August & Kulunas, P.A.  
One Clearlake Centre, Suite 1100  
250 Australian Avenue South  
West Palm Beach, Florida 33401  
561-835-9600

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / OFFICE**

Limited Liability Company:  
International Tire Trading LLC

Registered Agent / Office:  
Adi Rappoport, Esquire  
One Clearlake Centre, Suite 1100  
250 Australian Avenue South  
West Palm Beach, Florida 33401

I agree to act as registered agent to accept service of process for the limited liability company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
Adi Rappoport, Esquire  
Florida Bar Member 0116947  
August & Kulunas, P.A.  
One Clearlake Centre, Suite 1100  
250 Australian Avenue South  
West Palm Beach, Florida 33401  
561-835-9600

**Affidavit of Capital Contributions  
Attached to Articles of Organization of  
INTERNATIONAL TIRE TRADING LLC,  
a Florida Limited Liability Company**


Pursuant to Section 608.407(2), Florida Statutes, the undersigned being the authorized representative of all of the members of INTERNATIONAL TIRE TRADING LLC, a Florida Limited Liability Company formed via the attached Articles of Organization (the "Company"), who, upon being duly sworn certifies the following:

1. The Company has at least one member.
2. The total amount of initial capital contribution by the members is one hundred dollars (\$100.00).
3. The agreed value of property other than cash contributed by the members is zero.
4. The total amount of cash or property anticipated to be contributed by the members is \$900,000,000.00 or less.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned, as the authorized representative of the members of the Company, declares that the undersigned has read the foregoing and the facts alleged are true, to the best of the undersigned's knowledge and belief.

Executed this 18 day of February, 1999.

  
Adi Rappoport  
Authorized Representative of the Organizer  
Florida Bar Member 0116947  
August & Kulunas, P.A.  
One Clearlake Centre, Suite 1100  
250 Australian Avenue South  
West Palm Beach, Florida 33401  
561-835-9600