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Luis Salgueiro  
Public Accountant  
331 N. W. 59 Avenue  
Miami, Florida 33126

(305) 264-3421

JUNE 3/2000.

TO WHOM IT MAY CONCERN:

PLEASE, FIND ORIGINAL  
AND A COPY OF THE ARTICLES OF INCORPORATION  
OF WHEEL ACCESSORIES OF SOUTH MIAMI, INC. A  
NEW CORPORATION TO BE FILE IN THE STATE  
OF FLORIDA. PLEASE, RETURN TO ME:


MR. LUIS SALGUEIRO  
331 N.W. 59<sup>th</sup> AVE.,  
MIAMI - FL. - 33126

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JUN -9 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TOGETHER WITH THE ARTICLES OF INCORPORATION  
FIND A CHECK #4083 FOR THE AMOUNT OF  
\$. 122<sup>50</sup> TO PAY FOR THE FILING PLUS A  
CERTIFICATE OF TRUE AND CORRECT COPY OF  
THE ARTICLES OF INCORPORATION OF WHEEL  
ACCESSORIES OF SOUTH MIAMI, INC.

PLEASE, RETURN COPY TO MY  
ADDRESS SHOW ABOVE.

700003282817--3  
-06/09/00-01072--001  
\*\*\*\*122.50 \*\*\*\*\*78.75

THANKS,  
  
Luis SALGUEIRO

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WHEEL ACCESORIES OF SOUTH MIAMI, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is:  
WHEEL ACCESORIES OF SOUTH MIAMI, INC.

ARTICLE II - DURATION

The period of duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized are to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - AUTHORIZED SHARES

The corporation shall have authority to issue 500 shares, all of one class, \$1 par value.

ARTICLE IV-A CORPORATION PRINCIPAL OFFICE AND MAILING ADDRESS.

The address of this corporation Principal Office is;  
7292 WEST 20th. AVE.; HIALEAH, FLORIDA 33016

and the mailing address of this corporation is:

7292 WEST 20th. AVE.; HIALEAH, FLORIDA 33016

**ARTICLE V -- INITIAL REGISTERED OFFICE & AGENT**

The address of its initial registered office is:  
7292 WEST 20th. AVE.; HIALEAH, FLORIDA 33016

and the initial registered agent at said address is:  
DANIEL RIVERO.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The number of directors constituting its initial board of directors is TWO, whose names and addresses are:

<u>Name</u>	<u>Address</u>
MARCOS O. RIVERO.	2700 S.W. 76th. AVE.; MIAMI, FLORIDA 33155
DANIEL RIVERO.	8898 N.W. 175th. ST.; MIAMI, FLORIDA 33018

**ARTICLE VII- INCORPORATORS**

The names and addresses of the incorporators are:

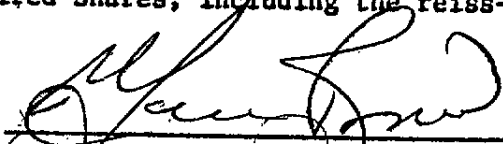
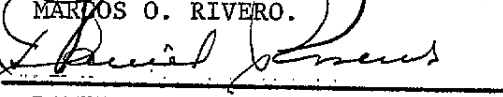
<u>Name</u>	<u>Address</u>
MARCOS O. RIVERO.	2700 S.W. 76th, AVE.; MIAMI, FLORIDA 33155
DANIEL RIVERO.	8898 N.W. 175th, ST.; MIAMI, FLORIDA 33018

**ARTICLE VIII - PREEMPTIVE RIGHTS**

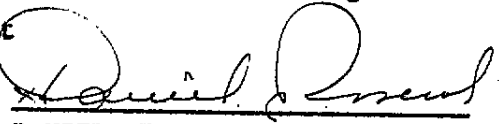
Preemptive Rights shall be as follows:

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the

corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

  
\_\_\_\_\_  
MARCOS O. RIVERO.  
  
\_\_\_\_\_  
DANIEL RIVERO.

Accepting nomination as Registered  
Agent

  
\_\_\_\_\_  
DANIEL RIVERO.

Dated JUNE 1st., 19 2000.

State of Florida  
County of Dade

Before me, the undersigned authority, personally appeared MARCOS O. RIVERO and DANIEL RIVERO.-----

-----, who are to me well known to be the persons described in and who subscribed the above articles of incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

FILED  
DO JUN - 9 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and  
my official seal, at Miami , Dade County, Flori-  
da in said County and State this FIRST day of

JUNE XX 2000.-

*R. E. Vega*



My Commission Expires: