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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 922-4001

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
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FLORIDA PROFIT CORPORATION OR P.A.

GUS TIRES AND RIMS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

GUS TIRES AND RIMS, INC.

The undersigned hereby petition for the formation of a corporation under the laws of the State of Florida, with and under the following Charter:

ARTICLE I

The name of the corporation shall be:

GUS TIRES AND RIMS, INC.

ARTICLE II

The general nature of the business to be transacted shall be retail sales of tires and car accessories and or otherwise engage in any activity or business permitted under the laws of the United States of America and this State.

ARTICLE III

The capital stock of this corporation shall consist of 1000 shares of common stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation the holders of the stock shall be entitled to distribution rateable as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The business and property of this corporation shall be managed by a Board of Directors consisting of one (1) or more members, as may be provided By-laws.

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FL. BAR NO.: 694-290

GERALD T. ENGEL, ESQ.  
901 N. W. 22ND AVENUE  
MIAMI, FL 33125  
(305) 649-7344

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ARTICLE VI

The names and post office addresses of the first Board of Directors of this corporation, who, subject to the provisions of this Certificate, the By-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

Residing at: AUGUSTO CESAR GUTIERREZ President  
627 S. W. 3RD STREET, APT. #4  
MIAMI, FL 33130

ARTICLE VII

The Registered Agent for the purpose of complying with Florida law shall be AUGUSTO CESAR GUTIERREZ and the registered agent's office of this corporation shall be 627 S. W. 3RD STREET, APT. #4, MIAMI, FL 33130.

ARTICLE VIII

The post office address of the principal office of this corporation until otherwise determined by the stockholders or the Board of Directors shall be 627 S. W. 3RD STREET, APT. #4, MIAMI, FL 33130 and branch offices may be maintained at such places in the State of Florida, and in the United States of America and in foreign countries as may from time to time be authorized by the stockholders or Board of directors of this Corporation.

ARTICLE IX

The name and post office address of the Subscriber of this Certificate of Incorporation and the number of shares of the capital stock of this corporation subscribed by the said Subscriber of this Certificate of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
AUGUSTO CESAR GUTIERREZ	627 S. W. 3RD STREET APT. #4 MIAMI, FL 33130	1000

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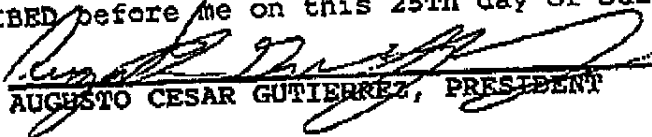
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ARTICLE X

The regulations of the conduct of the affairs of this corporation, the issuance of certificate of capital stock of this corporation, the voting rights of the holders of the shares of the capital stock of this corporation, are vested in the shareholders.

IN WITNESS WHEREOF, the undersigned Subscriber has hereunto set their hand and seal in the City of Miami, County of Dade, State of Florida, this 25th day of July, 2000.

SWORN TO AND SUBSCRIBED before me on this 25th day of July, 2000.

  
AUGUSTO CESAR GUTIERREZ, PRESIDENT

STATE OF FLORIDA )  
COUNTY OF DADE ) SS

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, AUGUSTO CESAR GUTIERREZ, known to be the person who executed the foregoing Certificate of Incorporation of GUS TIRES AND RIMS, INC., and he acknowledged before me that he has executed the same for the purpose therein set forth. The foregoing instrument was acknowledged before me by AUGUSTO CESAR GUTIERREZ, who produced identification.

SWORN TO AND SUBSCRIBED before me on this 25th day of July, 2000, in Miami, Florida.

  
Notary Public, State of Florida

MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL  
OLGA L. CARVAJAL  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC507720  
MY COMMISSION EXP. DEC. 15, 2000

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION AND I AM FAMILIAR WITH THE DUTIES REQUIRED OF ME.

  
AUGUSTO CESAR GUTIERREZ

Prepared by: GERALD T. ENGEL, ESQ.  
901 N. W. 22ND AVENUE  
MIAMI, FL 33125  
(305) 649-7344

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