

P01800073562

Requester's Name

Atlantic Republic Steel Co. Inc.
543 NW 167 Street Ste A 13
Tallahassee, FL 32305

FILED
01 JUL 24 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

7-26-01
hec

ARTICLES OF INCORPORATION
OF
HIGHLINE REPLICA WHEELS COM., INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be HIGHLINE REPLICA WHEELS COM., INC.

II

The purposes and general nature of the business to be conducted and transacted by the Corporation shall be as follows:

- A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

Without limiting any of the purposes, powers and objects of this Corporation, it is expressly declared and provided that this Corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects here in above specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this Corporation is authorized to have outstanding at any time is 1,000 shares of \$1.00 per value.

IV

The amount of capital with which this Corporation shall begin business shall be \$100.00.

V

The existence of this Corporation shall be perpetual.

VI

The principal office and/or the mailing address for this Corporation is:

6043 NW 167 Street Suite A-13
Miami, FL 33015

VII

The street address of the initial registered office of this Corporation in the State of Florida shall be 6043 NW 167 Street, Suite A-13, Miami, FL 33015. The name of the initial registered agent of the Corporation at that address is Mr. Scott Fluhrer.

VIII

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name (s) and addresses of the initial directors of this Corporation are:

Mr. Andy Varona
6043 NW 167 Street Suite A-13
Miami, FL 33015

Mr. Scott Fluhrer
6043 NW 167 Street Suite A-13
Miami, FL 33015

IX

The name and address of the person signing these Articles of Incorporation is:

Mr. Scott Fluhrer
6043 NW 167 Street Suite A-13
Miami, FL 33015

X

The Corporation shall indemnify any officer or director or any former officer or director to the full extent of the law.

XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

XII

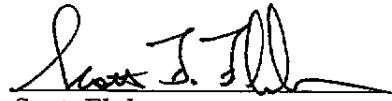
The shareholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its shareholders, or in the event of death of any of its shareholders. The manner and form, as well as relevant terms, conditions, and detail hereof, shall be determined by the shareholders of this Corporation provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation.

XIII

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects herein above states, this corporation shall have all and singular the following powers:

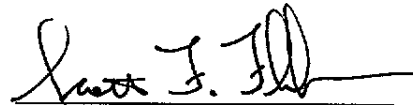
- (a) This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no shareholder shall have any preemptive right to subscribe to any such stock.
- (b) This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned, and held by any such shareholders as should desire to sell, transfer, or otherwise dispose of this corporation setting for the terms and conditions of such purchase; provided however, the capital of this corporation is not impaired.
- (c) This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholders who die, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

The undersigned subscriber has executed these Articles of Incorporation this 19 day of July 2001.



Scott Fluhrer

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the Corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


Scott Fluhrer

I have hereunto made, subscribed and acknowledged these Articles of Incorporation.


Scott Fluhrer

STATE OF FLORIDA)
COUNTY OF MIAMI DADE)

I hereby certify that on this day personally appeared: Scott Fluhrer well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the Articles to be act and deed of the subscriber(s) and that the facts set forth therein are true.

WITNESS my hand and seal at
Miami Dade County, Florida, this
19 day of JULY, 2001.

My Commission Expires:



Dominic L. Lamberti
My Commission CC820242
Expires March 23, 2003



NOTARY PUBLIC

Seal