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Division of Corporations

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Division of Corporations
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EFFECTIVE DATE

11-26-01

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FLORIDA PROFIT CORPORATION OR P.A.

M.G. TIRES USA, INC.

Certificate of Status	1
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ARTICLES OF INCORPORATION
OF
M.G. Tires USA, Inc.

EFFECTIVE DATE
11-26-01

The undersigned Incorporator, for the purpose of forming a corporation under Chapter 607 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be M.G. Tires USA, Inc.

ARTICLE II

EFFECTIVE DATE OF INCORPORATION AND TERM OF EXISTENCE

The effective date of this incorporation shall be November 26, 2001. This Corporation shall have perpetual existence, unless sooner dissolved according to law, and its existence shall commence on November 26, 2001 as reflected in the Certificate of Incorporation issued by the Secretary of State of Florida.

ARTICLE III

NATURE OF BUSINESS

The general purposes for which this Corporation is organized are the following:

- A. To engage in and transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of this Corporation or necessary or desirable in order to accomplish them.

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ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall be determined in the sole discretion of the Incorporator and/or the Board of Directors.

ARTICLE V

CAPITAL STOCK

The aggregate number of shares which this Corporation is authorized to issue is TEN THOUSAND (10,000) shares of common stock. Such shares shall be of a single class and shall have a TEN CENTS (\$0.10) value per share.

ARTICLE VI

SPECIAL PROVISION - Indemnification

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be located at 5935 West Park Road, Bay 2, Hollywood Florida 33021 or at such other place of business as may be determined and fixed by the Board of Directors from time to time.

ARTICLE VIII

INDEBTEDNESS

The outstanding indebtedness of this Corporation shall be unlimited.

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ARTICLE IX**DIRECTORS**

The number of director of this Corporation shall be not less than one (1) nor more than five (5) as may be provided for in the By-Laws of this Corporation. The By-Laws may provide for an increased or decreased number of directors, or change thereof. The names and post office addresses of the first Board of Directors, who, subject to the provision of the By-Laws 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 chosen and elected, are as follows:

<u>Name</u>	<u>Address</u>
Wagner Rossi	5935 West Park Road, Bay 2, Hollywood, Florida 33021

ARTICLE X**CONFLICT OF INTEREST**

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or Officer who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with

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like force and effect as if were not such a Director or Officer of such other Corporation or not so interested.

ARTICLE XI

AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Article of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

ARTICLE XII

REGISTERED AGENT

Wagner Rossi is hereby designated as Registered Agent of this Corporation and the Registered Agent's address is 5935 West Park Road, Bay 2, Hollywood, Florida 33021.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of the aforesaid Corporation to be formed, has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 11/29/2001 2001


Wagner Rossi
Incorporator

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ACKNOWLEDGMENT AND ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named as Registered Agent for M.G. Tires USA, Inc., as set forth in the foregoing Articles of Incorporation, does hereby agree to act in this capacity and to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of Registered Agent pursuant to F.S. 607.0501(3), and is familiar with and accepts all such obligations associated with this position.

DATED this NOV 24 / 2001
Wagner Rossi
as Registered Agent

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TALLAHASSEE, FLORIDA

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