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TRANSMITTAL LETTER

FILED

02 JUN 24 AM 10:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

June 22, 2002

SUBJECT: M & R TIRE OF FLORIDA, INC  
( Articles of Incorporation)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$ 78.75  
Filling Fee, Registered Agent Designation, and Certified copy.

FROM: Jose N. Correa  
J.C. Accounting & Tax Services

833 SAVANNAH FALLS DR  
WESTON, FL 33327

(954) 217-1207  
Daytime Telephone number

500005931575--9  
-06/24/02--01071--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Jose GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Article Reading  
DATE 6-25-02  
TCN EXAM James

6/25/02  
5

**ARTICLES OF INCORPORATION**  
**of**  
**M & R TIRE OF FLORIDA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is M & R TIRE OF FLORIDA. INC

**ARTICLE II**  
**INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

17222-1 Alico Center Rd.  
Fort Myers, Florida 33912

**ARTICLE III**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

Rafael E Hernandez 50 Shares 50%  
Muricio Echavarria 50 Shares 50%

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Jose N. Correa  
J.C. Accounting & Tax Services, Inc  
1525 North Park Dr. Ste 101  
Broward County  
Weston, Florida 33326

**ARTICLE V**  
**PURPOSE**

## PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

## ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Rafael E Hernandez	President
3822 S.W. 6Th Ave.	
Cape Coral, Florida 33914	

Mauricio Echavarria	V. President, Secretary
7732 W 29 Way Apt. 101	
Hialeah, Florida 33018	

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

## ARTICLE VII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

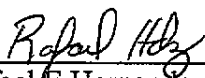
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the

corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



\_\_\_\_\_  
Rafael E Hernandez, Incorporator  
3822 S.W. 6Th Ave.  
Cape Coral, Florida, 33914



\_\_\_\_\_  
Mauricio Echavarria, Incorporator  
7732 W 29 Way Apt. 101  
Hialeah, Florida 33018

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is, M & R TIRE OF FLORIDA, INC  
17222-1 ALICO CENTER RD  
FORT MYERS, FL 33912

2. The name and address of the registered agent and office is:

JOSE N. CORREA  
J.C. Accounting & Tax Services  
833 Savannah Falls Dr.  
Weston, FL 33327

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(SIGNATURE)

June 22, 2002  
(DATE)