

LAW OFFICES
SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.
54 S.W. BOCA RATON BOULEVARD
BOCA RATON, FL 33432-4708

EDWARD B. COHEN
JOSHUA K. FRIEDMAN
PAULA S. GOLD (RETIRED)
MICHAEL I. KOTLER
DAVID C. KOTLER
ALLAN H. SCHWARTZ
RONALD M. ZAKARIN
GREGG H. GLICKSTEIN, OF COUNSEL

NEW YORK OFFICE
1129 NORTHERN BLVD.
MANHASSET, NEW YORK 11030

BOCA RATON (561) 361-9600
FAX (561) 361-9770

P02000109291

October 8, 2002

* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

Via Federal Express 8371 0461 3953
Return Federal Express 8371 0461 3770
Secretary of State
Division of Corporations
409 East Gain Street
Tallahassee, FL 32399

000008288578-1-3
-10/09/02--01062--002
*****78.75 *****78.75

Re: **Incorporation of TIREXCHANGE, INC.**
File Number 6-712-1

FILED
02 OCT -9 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Mam:

Enclosed please find our law firm's check in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) for the filing of the enclosed Articles of Incorporation, Certificate of Designation of Registered Agent and Certified Copy of the filed Articles of Incorporation relating to the above-referenced Corporation. Please file the Articles and return a copy of the filed articles in the enclosed Federal Express envelope. Thank you for your assistance with this matter. If you have any questions, please do not hesitate to call.

Very truly yours,

Michael I. Kotler

Michael I. Kotler

Encl.
MIK/mek

DB 10/10

ARTICLES OF INCORPORATION

OF

TIREXCHANGE, INC.

ARTICLE I

NAME

TIREXCHANGE, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To act as a wholesale distributor of custom wheels and tires.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding

FILED
02 OCT -9 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is **7616 NW 6th Avenue, Boca Raton, Florida 33487** The initial registered agent of this corporation is **Garrett Garofolo** with his address at **7616 NW 6th Avenue, Boca Raton, Florida 33487** The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Name	Address
Ralph Garofolo	15485 N 84th Street Scottsdale, AZ 85260

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these

Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII

INCORPORATOR

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

**Garrett Garofolo
7616 NW 6th Avenue
Boca Raton, Florida 33487**

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8 day of October, 2002.


Garrett Garofolo, incorporator

STATE OF FLORIDA)
)ss.
COUNTY OF PALM BEACH)

Sworn to and subscribed before me this 8 day of October, 2002, by
Garrett Garofolo, who is personally known to me (or who has produced
Illinois D/L G-614 2966 4262 as identification) and who did take an oath.


Notary Public, State of Florida

(SEAL)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
OCT -9 AM 9:35
SECRETARY OF STATE
PALM BEACH, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **Tirexchange, Inc.**, is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of **Boca Raton**, County of **Palm Beach**, State of **Florida** has named **Garrett Garofolo** located at **7616 NW 76th Avenue, Boca Raton, Florida 33487**, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.


Garrett Garofolo, Registered Agent