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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

xtrem wheels, corp.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

XTREM WHEELS, CORP.

ARTICLE I

THE NAME OF THE CORPORATION IS: XTREM WHEELS, CORP.

ARTICLE II

THE CORPORATION MAY ENGAGE IN OR TRANSACT IN ANY OR ALL
ACTIVITY OF BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATE
OF FLORIDA.

ARTICLE III

THE CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING
AN AGREGATE NUMBER OF SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES OF
ONE CLASS OF COMMON STOCK HAVING A PAR VALUE OF ONE (\$1.00) DOLLAR
PER SHARE. THIS CONSIDERATION TO BE PAID FOR EACH SHARE OF STOCK
SHALL BE PEKED BY THE BOARD OF DIRECTORS.

ARTICLE IV

ALL SHAREHOLDERS OF THE CORPORATION SHALL BE VESTED WITH FULL
PREEMTIVE RIGHTS.

ARTICLE V

THE CORPORATION INITIAL REGISTERED AGENT AND REGISTERED
OFFICE IN THE STATE OF FLORIDA IS:

ANA VILLANUEVA

325 LINWOOD DRIVE
MIAMI-FLORIDA-33166

THE INITIAL PRINCIPAL OFFICE IS:

325 LINWOOD DRIVE
MIAMI-FLORIDA-33166

HAVING BEEN NAMED INITIAL REGISTERED AGENT. FOR THIS
CORPORATION, I HEREBY ACCEPT SUCH AND CONSENT TO ACT IN THIS
CAPACITY AND AGREE TO COMPLY WITH ALL THE REQUIREMENTS OF THE LAW
PERTAINING THERETO.

X ANNA VILLANUEVA
REGISTERED AGENT

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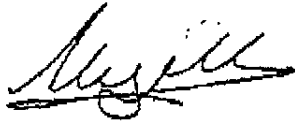
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ARTICLE VI

THE NUMBER OF DIRECTORS CONTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE, THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE.

ARTICLE VII

THE NAME AND ADDRESS OF THE MEMBER OF THE BOARD OF DIRECTORS ARE:

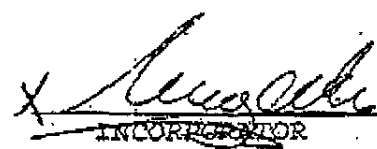


ANA VILLANUEVA
325 LINWOOD DRIVE
MIAMI-FLORIDA-33166

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR EXECUTING THESE ARTICLES OF INCORPORATION IS:

ANA VILLANUEVA
325 LINWOOD DRIVE
MIAMI-FLORIDA-33166


INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA

ACKNOWLEDGEMENT

COUNTY OF DADE

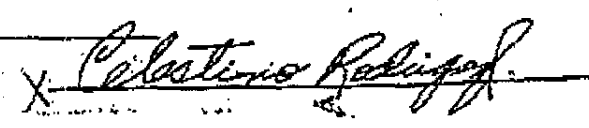
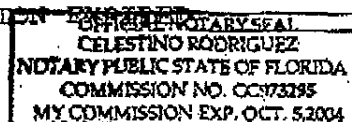
BEFORE A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENT INF THE STATE OF FLORIDA AND COUNTY OF DADE, SET FORTH ABOVE, PERSONALLY APPEARED:

ANA VILLANUEVA

,KNOW TO ME AND BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND (HE) (SHE) ACKNOWLEDGE BEFORE ME THAT THEY EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE SET HEREUNTO MY HAND SEAL AFFIXED, IN THE STATE OF FLORIDA, COUNTY OF DADE, THIS 10 OF OCTOBER 2003

MY COMMISSION EXPIRES



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