

**P04000007045**

Florida Department of State  
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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.**

**PALIM TIRES SERVICES, INC.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION  
OF  
PALIM TIRES SERVICES, INC.

We the undersigned incorporate for the purpose of becoming a Corporation under the laws of the State of Florida, providing for the formation, rights,--- privileges, immunities and liabilities of incorporation for profit and subject to the following provisions

ARTICLE I

The name of the Corporation shall be:  
PALIM TIRES SERVICES, INC.

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

This Corporation is organized with the purpose to engage in the transaction of sale, distribution, repairs, etc. of tires and accessories and any other activities, permitted under the laws of the State of Florida and of the United States of America.

ARTICLE IV

The aggregate maximum number of shares which this Corporation shall have authority to issue and have outstanding at anyone time is: 500 Shares at One Dollar.

ARTICLE V

This Corporation shall begin business with no less than Five Hundred Dollars.

ARTICLE VI

The post office address of the principal office of this Corporation shall be:  
1396 N.W. 36 Street, Miami, Florida 33142.

ARTICLE VII

The name and address of the initial Registered Office of this Corporation is:  
Julio Almanzar, 1396 N.W. 36 Street, Miami, Florida 33142.

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#### ARTICLE VIII

The business of the Corporation shall be managed by a Board of Directors and the number of Directors, no less than one, no more than five and shall be fixed by resolution of the stockholders at regular or special meetings, - subject to the manner of holding such meetings prescribed by the By-Laws.

#### ARTICLE IX

The name and post office address of the members of the Board of Director who shall serve as members thereof, are as follow:

NAME	OFFICE	ADDRESS
Julio Almanzar	President & Secretary	1396 N.W. 36 Street Miami, Florida 33142.

#### ARTICLE X

Distribution to Incorporators is as follows:

Julio Almanzar	500 Shares	\$500.00 Value
1396 N.W. 36 Street		
Miami, Florida 33142.		

ARTICLE XI

Each stockholder before offering to sell or otherwise dispose of the stock of this Corporation, owned by him, first offer such stock to the remaining stockholders of this Corporation and obtaining their refusal to purchase -- same, proceed to sell at the Fair Market Value thereof.

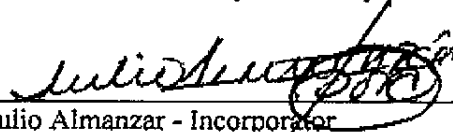
ARTICLE XII

Amendments to the Articles of Incorporation, Merger, Consolidations or Dissolution, shall be approved and submitted to the Stockholders for -- Approval 51% of all votes will be necessary and thirty days notice shall be provided.

ARTICLE XIII

This Corporation shall have full power to carry on and transact each or all business enumerated in Article III of this Articles of Incorporation. Shall have all the general and additional powers now conferred upon it by the laws and the By-Laws.

In Witness thereof, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this 7th Day of January 2004.

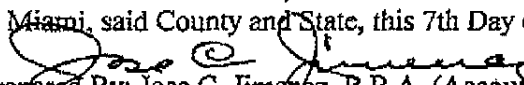
  
Julio Almanzar - Incorporator

STATE OF FLORIDA )

Before me, the undersigned authority duly authorized to administer oath  
and take acknowledgment, personally appeared :  
JULIO ALMANZAR

who after first being duly sworn, executed the foregoing ARTICLES OF INCOR-  
PORATION, freely and voluntarily for the purpose therein expressed .

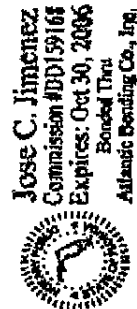
IN WITNESS THEREOF, I have hereunto set my hand and official seal,  
at Miami, said County and State, this 7th Day of January 2004.

  
Prepared By: Jose C. Jimenez, B.B.A. (Accountant & Notary Public)  
454 N.W. 22nd Avenue, Suite 209, Miami, Florida 33125, Tel. 541-4714

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT - REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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.

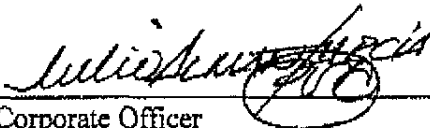
The name of the Corporation is: PALIM TIRES SERVICES, INC.



TOTAL P.06


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The name and address of the Registered Agent and office is: Julio Almanzar  
1396 N.W. 36 Street, Miami, Florida 33142.

  
Corporate Officer

Title: Secretary  
Date: January 7, 2004.

Having been named to accept service of process for the above stated --  
Corporation, at the place designated in this certificate, I hereby agree to  
act in this capacity, and further agree, to comply with the provisions of  
all statutes relative to the proper and complete performance of my duties  
and accept the duties and obligations of Section 607.325, Florida Statutes.

  
Julio Almanzar - Registered Agent accepting  
office.

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