

Division of Corporations

Page 1 of 1

P05000083511

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000141747 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 JUN -7 AM 8:27

FILED

FLORIDA PROFIT CORPORATION OR P.A.

Tirexchange, Inc. - Miami

* Resubmit *

Certificate of Status	0
Certified Copy	0
Page Count	056
Estimated Charge	\$70.00

Please backdate
to 6-7-05.

Thanks!

Electronic Filing Menu

Corporate Filing

Public Access Help

08/09/2005 16:05
850-245-0351

18502229428

6/8/2005 8:53

CTCORPORATIONSYSTEM

PAGE 02/05

PAGE 001/001 Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 8, 2005

C T CORPORATION

SUBJECT: TIREXCHANGE, INC. - MIAMI
REF: W05000028245

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please list only one address in article V which needs to be the Florida address.,

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

FAX Aud. #: H05000141747
Letter Number: 105A00040112

06/05/2005 23:55 4809227477

ADOBE LAND

FILED

PAGE 03/06

05 JUN -7 AM 8:27

**ARTICLES OF INCORPORATION
OF
TIREXCHANGE, INC. - MIAMI**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of the corporation is TIREXCHANGE, INC. - MIAMI.

**ARTICLE II
NUMBER OF SHARES**

The corporation shall have authority to issue one million shares of common stock, no par value per share, and one million shares of preferred stock, no par value per share.

**ARTICLE III
PURPOSES**

The purposes for which this corporation is organized include the transaction of any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida, as presently existing or later amended.

The character of business which the corporation initially intends actually to conduct in the State of Florida is to distribute automotive tires and wheels and related products and provide related services.

**ARTICLE IV
DIRECTORS**

The number of directors constituting the corporation's initial board of directors is one. The name and address of the person who is to serve as director until the first annual meeting of the stockholders, or until his successors have been elected and qualified, are:

Ralph Garofolo
15485 N. 84th Street
Scottsdale, AZ 85260

The number of directors shall be fixed as provided for in the bylaws of the corporation.

ARTICLE V
STATUTORY AGENT

The corporation appoints Ralph Garofolo as the corporation's initial statutory agent in and for the State of Florida, for and on behalf of this corporation, to accept and acknowledge service of, and upon whom may be served all necessary process or processes in any action, suit, or proceeding that may be brought against, the corporation in any of the courts of Florida, such service of process or notice, and its acceptance by the agent, to have the same effect as if served upon the corporation.

The street address for Ralph Garofolo as the initial statutory agent in the State of Florida is:

11350 NW 25th Street, Suite 104
Miami, FL 33172

ARTICLE VI
PLACE OF BUSINESS

The street address of the corporation's known place of business is as follows:

11350 NW 25th Street, Suite 104
Miami, Florida 33172

ARTICLE VII
INCORPORATOR

The name and address of the incorporator are as follows:

Ralph Garofolo
15485 N. 84th Street
Scottsdale, AZ 85260

All powers, duties, and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Florida Division of Corporations for filing.

ARTICLE VIII
DISTRIBUTIONS

The board of directors of the corporation may from time to time distribute a portion of its assets in cash or property.

ARTICLE IX
PURCHASE OF SHARES BY THE CORPORATION

The corporation shall have the right to purchase its own shares to the extent permitted by law.

ARTICLE X
PERSONAL LIABILITY

To the fullest extent allowable under governing laws including, without limitation, Florida Revised Statutes sections 607.0831, 607.0202 and 607.0850, no director shall have personal liability to the corporation or its shareholders, or to any other person or entity, for monetary damages for a breach of his or her fiduciary duty as a director, except liability for any of the following:

- (a) The amount of a financial benefit received by a director to which the director is not entitled.
- (b) An intentional infliction of harm on the corporation or the shareholders.
- (c) A violation of F.R.S. section 607.0834.
- (d) An intentional violation of criminal law.

ARTICLE XI
INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

The corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact that he or she is or was an officer, director, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

DATED this 6th day of June, 2005.

08/09/2005 16:05 18502229428

CTCORPORATIONSYSTEM

PAGE 06/06

06/06/2005 23:55 4809227477

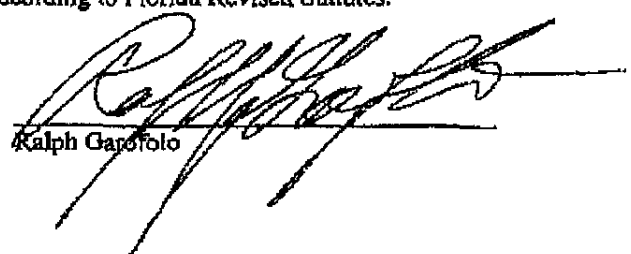
ADDBE LAND

PAGE 06/06

To: DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 E. Gaines St.
Tallahassee, Florida 32399

Re: TIREXCHANGE, INC. - MIAMI; Consent to appointment as Statutory Agent

The undersigned, having been designated to act as Statutory Agent, consents to act in that capacity until renewal or resignation is submitted according to Florida Revised Statutes.


Ralph Garofolo