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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS MIAMI  
4437 SHERIDAN AVE

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

MIAMI BEACH FL 33140-0000

CONTACT: JOSEPH MATTA

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: S.E.A.R.C. TIRE DISTRIBUTOR INC.

FAX AUDIT NUMBER: H95000002495

DATE REQUESTED: 03/03/1995

CERTIFIED COPIES: 0

NUMBER OF PAGES: 4

ESTIMATED CHARGE: \$78.75

CURRENT STATUS: REQUESTED

TIME REQUESTED: 12:09:53

CERTIFICATE OF STATUS: 1

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 075114001215

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TALLAHASSEE, FLORIDA

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Articles of Incorporation  
of  
S.E.A.R.C. Tire Distributor Inc.

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TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is S.E.A.R.C. Tire Distributor Inc.

Article II. Address

The mailing address of the Corporation is:

S.E.A.R.C. Tire Distributor Inc.  
7930 N.W. 36th Street, Suite 23-140  
Miami, FL 33166

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Montero, Finizio, Velasquez and Weissing, P. A.  
c/o Jorge R. Lopez  
2600 SW 3rd Avenue, Suite 300  
Miami, FL 33129

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the

Corporate Creations International Inc.  
4437 Sheridan Avenue  
Miami Beach, FL 33140  
(305) 538-9091

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Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Sergio Camargo

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.  
4437 Sheridan Avenue  
Miami Beach, FL 33140

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of March 3, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on March 3, 1995.

Corporate Creations International Inc.

By: Joseph P. Mata  
Joseph P. Mata, Secretary

Corporate Creations International Inc.  
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Miami Beach, FL 33140  
(305) 538-9091

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MONTERO, FINIZIO, ET AL - MIAMI

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

**CORPORATION:**  
S.E.A.R.C. Tire Distributor Inc.

**REGISTERED AGENT:**  
Montero, Finizio, Velasquez and Welasing, P. A.  
c/o Jorge R. Lopez  
2600 SW 3rd Avenue, Suite 300  
Miami, FL 33129

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
Montero, Finizio, Velasquez and Welasing, P. A.  
Date: March 3, 1995

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