LAW OFFICES OF FRANK R. S. FABRE

717 Ponce de Leon Boulevard Suite 234

Coral Gables, Florida 33134

Telephone (305) 446-3266

EFFECTIVE DATE

Florida State Department Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32301

Re: Wholesale Tire & Wheel of Miami, Inc.

Dear Sirs:

Enclosed herewith are two executed originals of proposed Articles of Incorporation of above-referenced corporation, together with our check for \$122.50, payable to the Secretary of State in payment of fees.

Please send the certified original to the attention of the undersigned.

Thank you for your attention to this matter.

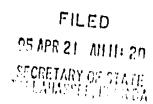
Very truly yours,

Maria Elena Pabre

Secretary to Frank R. S. Fabre

/mef Enclosures

APR 2 5 1995 BSB



# ARTICLES OF INCORPORATION WHOLESALE TIRE & WHEEL OF MIAMI, INC.

EFFECTIVE DATE APR 1 8 1995

**ARTICLE 1 - NAME** 

The name of this corporation is WHOLESALE TIRE & WHEEL OF MIAMI,

#### ARTICLE II - DURATION

The corporation shall have perpetual existence commencing April 18, 1995, or on the date of filing which ever first occurs.

#### **ARTICLE III - PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

## **ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

# ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is:

717 Ponce de Leon Bivd., #234 Coral Gables, Florida 33134

INC.

The initial resident agent of this corporation is:

Frank R. S. Fabre, Esq. 717 Ponce de Leon Blvd., #234 Coral Gables, Florida 33134

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have two (2) Directors initially. The number of Directors may be 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 directors and officers that shall hold office for the first year of the corporation's existence or until their successors are elected and qualified are as follows:

Jorge I. Pola 6600 S.W. 51 Terrace Miami, Florida 33155

Director/President

Jorge S. Pola 6600 S.W. 51 Terrace Miami, Florida 33155

**Director/Vice President/Secretary** 

#### **ARTICLE VII - BY-LAWS**

The By-Laws of this corporation may be adopted, amended or replaced by either the Stockholders or Directors.

#### **ARTICLE VIII - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### **ARTICLE\_IX - PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

# **ARTICLE X - INCORPORATION**

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

Frank R. S. Fabre

717 Ponce de Leon Blvd., #234 Coral Gables, Fl 33134

## ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of April, 1995.

Frank R.-S. Fabre

#### ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 18TH DAY OF APRIL 1995.

Frank R. S. Fabre, Registered Agent

STATE OF FLORIDA )
)SS:
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 18th day of April, 1995, by Frank R. S. Fabre, as Incorporator, and who executed the foregoing Articles of Incorporation of WHOLESALE TIRE & WHEEL OF MIAMI, INC., who is personally known to me and did take an oath.

MARIA C. CUETO
MY COMMISSION # CC 397383
EXPIRES: October 9, 1998
Bonded Thru Notary Public Underwriters