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Paul Gastosi H

9130 South Wadland Blvd

Miami, FL 33156

City State ZIP Phone

670-4800

VALIDATION ONLY

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TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

TIRES, WHEELS & ACCESSORIES USA, CORP.

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DIVISION OF CORPORATION



EMPIRE Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail Out | |

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CERTIFIED
COPY

**ARTICLES OF INCORPORATION
OF**

TIRES, WHEELS & ACCESSORIES USA., CORP.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of this corporation is TIRES, WHEELS & ACCESSORIES USA., CORP.

ARTICLE TWO

DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSES

The general purpose for which the corporation is organized are:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be a single

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class, and shall have a par value of \$1.00 per share.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office is Two Datran Center, Suite 1509, 9130 South Dadeland Blvd., Miami, Florida and the name of its registered agent at such address is Raul Gastesi, Jr., Esquire.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two. The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Manuel Valcarcel - President, Secretary & Treasurer
14400 N.W. 7th Avenue
Miami, Florida 33168

Cecilia Valcarcel -- Vice President
14400 N.W. 7th Avenue
Miami, Florida 33168


ARTICLE SEVEN

INCORPORATORS

The names and address of the incorporator is:

Raul Gastesi, Jr.
Two Datran Center, Suite 1509
9130 South Dadeland Blvd.
Miami, Florida 33156

Executed by the undersigned at Miami, Dade County, Florida,
this 23rd day of January, 1996.

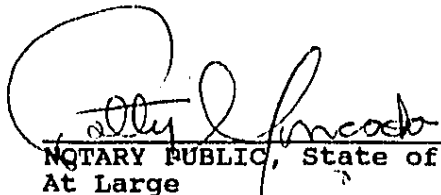


RAUL GASTESI, JR.

STATE OF FLORIDA)
)
COUNTY OF DADE) SS:

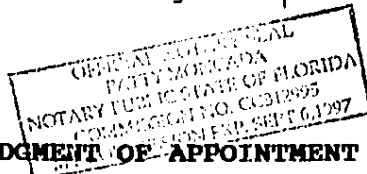
BEFORE ME, the undersigned authority, personally appeared
RAUL GASESI, JR., ESQUIRE to me well known to be the person
described in and who subscribed the above Articles of
Incorporation and he freely and voluntarily acknowledged before
me according to law that he made and subscribed the same for the
uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, at Miami, Dade County, Florida this 23rd day of
January, 1996.



NOTARY PUBLIC, State of Florida
At Large

My Commission Expires:




ACKNOWLEDGMENT OF APPOINTMENT

BY REGISTERED AGENT

Having been named as registered agent for TIRES WHEELS &
ACCESSORIES USA., CORP., at 9130 South Dadeland Blvd., Suite
1509, Miami, Florida 33156, I hereby agree to act in such
capacity and agree to comply with the provisions of Section
48.091, Florida Statutes, and all other statutes, relative to the
complete and proper performance

of the duties of registered agent, and am familiar with and
accept the obligations of registered agent.


Registered Agent: Raul Gastos, Jr.

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