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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
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OF COUNSEL
NIAL R. SONNITT
WITH CALIFORNIA CRIMINAL EXPERIENCE
N. MARK LAM
Admitted in California

March 26, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Primax Wheel Corp. Miami, Inc.

ENCLOSURE 1 705 1 1 52
-03/28/96 - 01001 - 012
****122.50 ****122.50

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,


Cheng-Shou Wang

Enclosures
EW/CW
2368-1.let

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ARTICLES OF INCORPORATION
OF
PRIMAX WHEEL CORP. MIAMI, INC.

56 MAR 20 1977

ARTICLE I. CORPORATE NAME

The name of this corporation is PRIMAX WHEEL CORP. MIAMI, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The corporation is organized for the purpose of transacting and conducting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred shares.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be Ping Chen, 2 S. Biscayne Blvd., #2400,, Miami, Florida 33131.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street address are:

Miko Yu	2 S. Biscayne Blvd., #2400, Miami, Florida 33131
Ping Chen	2 S. Biscayne Blvd., #2400, Miami, Florida 33131

The persons named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first. The directors are elected in accordance with the Corporation's by-laws.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Ping Chen, 2 S. Biscayne Blvd., #2400, Miami, Florida 33131.

ARTICLE IX. PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be:


2 S. Biscayne Blvd., Suite #2400, Miami, Florida 33131

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain

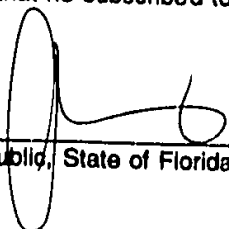
amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator has executed the foregoing Articles of Incorporation on this 26th day of MARCH, 1996.


Ping Chen---Incorporator

STATE OF FLORIDA §
COUNTY OF DADE §

BEFORE ME, a Notary Public, personally appeared Ping Chen, to me well known, to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on March 26, 1996.




Notary Public, State of Florida

My commission expires: CHENG-SHOU WANG
Notary Public, State of Florida
My Commission Expires: March 15, 1997
Commission No. 123456

THAT Primax Wheel Corp. Miami, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Miami, Dade County, Florida, has named Ping Chen, located at 2 S. Biscayne Blvd., #2400, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Ping Chen, Registered Agent